

**Bylaws
of
MISSING PERSONS NETWORK OF WISCONSIN, INC.**

Article I. Name

The name of the Corporation is Missing Persons Network of Wisconsin, Inc.

Article II. Offices

The principal office of the Missing Persons Network of Wisconsin, Inc. (the "Corporation") in the State of Wisconsin shall be located in the City of Appleton, County of Outagamie. The Corporation may have such other offices, either within or outside of the state of Wisconsin, as the Board of Directors may determine or as the affairs of the Corporation may require.

The Corporation shall have and maintain in the State of Wisconsin a registered office, and a registered agent whose office is identical with the registered office, as required by the Wisconsin Nonprofit Corporation Act. The registered office 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.

Article III. Purpose

Section 1. Mission Statement

Our mission is to assist in the search and recovery of missing and exploited children and adults while helping the families of the missing with a support and advocacy system. Our companion role is to educate children with the skills and abilities for personal safety and awareness.

Section 2. Purpose

The purposes of which the Corporation is organized are as follows:

1. To educate children with personal safety and awareness skills; further to assist families with advocacy and support networks.
2. To develop, promote and maintain a team to take action in the event of a missing person. To provide assistance to volunteer organizations, poster distributions, development of the search function and family assistance. To act as a liaison between the victims family and law enforcement. To provide knowledge and experience in the search for a missing person.
3. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its members, if any, trustees, directors, officers, or other private persons, except that the Corporation be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles herein. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political

campaign on behalf of any candidate for public office. Notwithstanding any other provision of these bylaws, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law).

Article IV. Members

The Corporation shall not have any classes of members. The Board may take any action which is permitted or required to be taken by members of a corporation not for profit under Wisconsin law by the affirmative vote of a majority of the entire board, without the necessity of any prior action by the Board which would have otherwise been required by law for such action if there were members entitled to vote on such action.

Article V. Board of Directors

Section 1. General Powers

The Missing Persons Governance Board, from this day forward known as The Board of Directors, shall function as the policy and rule making authority of the Corporation. Directors shall be of legal age and need not be residents of the State of Wisconsin.

Its main function shall be to set the overall direction of the Corporation, set fiduciary policies and oversee the operational administration of the Missing Persons Network of WI, Inc.

The Board of Directors shall consist of a Chairman, Attorney Advisor, Membership Chairman, Accountant Advisor, and the Executive Director of the Missing Persons Network.

Section 2. Number, Tenure and Qualifications

The Board shall have no fewer than four (4) and no more than five (5) Directors serving at any one given time. Directors shall serve for a period of two (2) years, after which their term can be renewed by the unanimous request of the Board. All Directors shall have equal and full voting responsibilities.

Section 3. Election

Directors shall be voted in by the majority of the Board present in a quorum. Directors may be appointed by the Chair and approved by the Board of Directors at large.

Section 4. Vacancy

Any vacancy occurring in the Board of Directors and any Directorship to be filled by reason of an increase in the number of Directors, shall be filled by a majority vote of the remaining Directors at any regular or special meeting. A Director elected to fill a vacancy shall be elected for the unexpired term of the Director's predecessor in office.

Section 5. Resignation

Any Director may resign at any time by giving written notice to the Board of Directors. Such resignation shall take effect at the time specified therein or if no time is specified, at the time of acceptance thereof as determined by the Board.

Section 6. Removal

Any Director may be removed at any time and for any reason by the vote of at least two-thirds (2/3) of the Directors then serving.

Section 7. Compensation

Directors as such shall not receive any stated salaries for their services, but the Board may, by resolution, authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe the procedure for approval and payment of such expenses by designated officers of the Corporation. Nothing contained herein shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation for such service.

Article VI. Meeting of the Board

Section 1. Place of Meetings

The meetings of the Board shall be held at the principal office of the Corporation or any place within the United States that the Board may from time to time appoint.

Section 2. Regular Meetings

A regular annual meeting of the Board of Directors shall be held without other notice than these bylaws on the first Wednesday in the month of December of each year beginning with the year 2008, for the purpose of electing Directors 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, the meeting should be held on the next succeeding business day. If the election of Directors should not be held on the day designated here for any annual meeting, or at any adjournment of the annual meeting, the Board of Directors may call the election to be held at a special meeting of the members as soon after as is convenient. The Board of Directors may provide by resolution the time and place, either within or outside of the state of Wisconsin, for the holding of additional regular meetings of the Board without other notice than the resolution.

Section 3. Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors. The persons authorized to call special meetings of the Board may fix any place, either within or outside of the state of Wisconsin, as the place for holding any special meeting of the Board called by them.

Section 4. Notice

Notice of any special meeting of the Board of Directors shall be given at least five (5) days prior by written notice delivered personally or sent by mail or email receipt and/or confirmation to each Director at the address for such Director as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. Any director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting 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 need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 5. Quorum

The presence of a majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at the meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice or call a special meeting of the Board.

Section 6. Manner of Acting

The act of a 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 these Bylaws.

Section 7. Informal Action by Directors

Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting out the action so taken, shall be signed by all of the Directors.

Section 8. Special Provision

The Board of Directors and any committee established by the Board may transact business at a meeting by a telephone conference call, fax, e-mail, or by any other method of communication in accordance with standard business practices as approved by the Board of Directors.

Article VII. Officers

Section 1. Officers

The officers of the Corporation shall be a president, a past-president, one or more vice-presidents (the number thereof to be determined by the board of directors), a secretary, a treasurer and such other officers as may be elected in accordance with the provisions of this article. The Board of Directors may elect or appoint the other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, to have the authority and perform the duties prescribed by the Board of Directors. Any two (2) or more offices may be held by the same person with the exception of the offices of president and vice-president.

Section 2. Election and Term of Office

The officers of the Corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, it shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall serve until the next ensuing annual meeting or until his or her successor shall have been duly elected and shall have qualified.

Section 3. Removal

Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors, by a majority vote, whenever in its judgment, the best interests of the Corporation would be served by removal of the officer, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed. The election or appointment of an officer shall not in itself create contract rights.

Section 4. Vacancies

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

Section 5. President

The president shall be the principal executive officer of the Corporation and shall, in general, supervise and control all of the business and affairs of the Corporation. He or she shall preside at all meetings of the Board of Directors and of the executive committee, and shall appoint, subject to confirmation of the Board of Directors, and be an ex officio member of all standing and special committees. He or she may sign, with the secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Corporation; and in general he or she shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors.

Section 6. Past-President

Any past-president shall perform such duties as may be assigned to him or her by the president or by the Board of Directors.

Section 7. Vice-President

In the absence of the president or in the event of the president's inability or refusal to act, the vice-president (or in the event there be more than one vice-president, the vice-presidents 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 shall perform such other duties as may be assigned to him or her by the president or by the Board of Directors.

Section 8. Treasurer

The Treasurer shall have such duties as the Board may from time to time assign to his or her office.

The Board of Directors shall provide the Treasurer with all and any financial information necessary to effectively oversee the lawful and prudent oversight of the Corporation.

The Board of Directors shall establish the protocol for collecting all mail and gifts, caging financial contributions, creating monthly and quarterly reports, and providing mechanisms necessary for the administration of timely correspondence with donors and the Board of Directors as to the status of all gifts.

Section 9. Secretary

The secretary shall keep the minutes of the meetings of the Board of Directors in books provided for that purpose; see that all notices are given in accordance with the provisions of these Bylaws or as required by law; 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 authorized in accordance with the provisions of these bylaws; and in general perform all duties incident to the office of secretary and such other duties may be assigned by the president or by the Board of Directors.

Section 10. Compensation

The officers of the Corporation shall serve without compensation.

Article VIII. Committees

Section 1. Committees of Directors

The Board of Directors, by resolution adopted by a majority of the directors in office, may designate an executive committee, which shall consist of two (2) or more Directors, and other committees which shall consist of two (2) or more persons who may or may not be Directors, which committees, to the extent provided in the resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation; provided, however, that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any member of any such committee or any Director or officer of the Corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another Corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by the committee. The appointment of any such committee and the delegation of authority shall not operate to relieve the Board of Directors of any responsibility imposed upon it by law.

Section 2. Other Committees

Other committees shall be formed to effectively organize the volunteer functions of the Corporation and shall be determined and approved by the Board of Directors. Such committees shall be, but not be limited to: Trustees, Membership, Search and Support, Events, Education, Technology, Holistic Care, and Referral Services.

Section 3. Term of Office

Each member of a committee shall continue to serve as a member until the next annual meeting of the Board and until his or her successor is appointed, unless the committee shall be terminated sooner, or unless the member be removed from the committee, or unless the member shall cease to qualify as a member of the committee.

Section 4. Chair

One member of each committee shall be appointed chair by the person or persons authorized to appoint the members of the committee.

Section 5. Vacancies

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6. Quorum

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. Rules

Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

Article IX. Staff and Hiring Policies

Section 1. Staff Configuration

The staff of the Corporation shall remain on a volunteer basis until such time that the Board of Directors has determined that an appropriate sum of monies has been accumulated to warrant the following positions: Executive Director, Fund Development Director, Communications Director, Case Manager(s), Communications Assistant, and Fund Development Assistant.

Section 2. Hiring Policy

In setting administrative policy, the Board of Directors shall determine the qualifications, credentials and experience necessary to carry out the effective administration of the mission of

the organization. As such, the Board shall conduct position searches, interviews and direct the approval process for the hiring and firing of paid staff positions within the Corporation.

The staff of the Corporation shall be accountable to the Board through the Executive Director. The Executive Director shall be responsible for timely reports on the number of cases handled in any given month, status of the cases, oversight and report of the status of the general operations of the Corporation to include but not be limited to: fund development, communications, community and national public relations and networking, and strategic plans created by his or her team of professionals.

The staff of the Corporation is accountable to the Executive Director and as such, the Executive Director may make recommendations for hiring, advancement, and firing to the Board. At no time shall the staff attempt to write policy or over reach authority above the head of the Executive Director. Insubordination and failure or refusal to carry out Board policy may result in termination by the Board and/or Executive Director.

All personnel files shall be kept in an updated fashion to include current résumés, references, samples of work, and basic communications or psychological testing as to promote the hiring and retention of a professional and well qualified staff. Personnel files are to be kept by the Executive Director and shall be discussed in closed session, as required by law, by the labor statutes in the state of Wisconsin.

Section 3. Executive Director

The Executive Director shall function as the chief operating officer of the Corporation. His or her education and experience shall reflect on the tenor and professionalism of the Corporation and shall be determined by the Board. Among the skills recommended for this position shall be: written and oral communication skills; staff development, selection and training; leadership training and skills; community outreach skills; familiarity with case law; organizational development; and personnel motivation and retention. The Executive Director will report directly to the Board and carry out the vision, mission and direction established by the Board of Directors.

Section 4. Fund Development Director

The Fund Development Director shall be the chief fundraiser and community networking officer for the purposes of grant writing, event planning, donor development, data base development, and state/national promotions development. Among the skills recommended for this position shall be: communication skills in written and oral format; keen sense of graphics and bidding processes with all forms of medium to include but not be limited to television, radio, print and computer solicitation and development. An outgoing and well connected personality is essential. The ability to work with the comprehensive plans is essential. Experience, appropriate education levels and references, along with a portfolio is also essential. The Fund Development Director will report directly to the Executive Director.

Section 5. Communications Director

The Communications Director shall be the voice of the organization to both internal stakeholders, including Board members, committee members, staff and volunteers, as well as

external stakeholders, including the press, foundations, strategic agencies, and other mediums. Among the skills needed for this position shall be: communications skills in all mediums including print, radio, PSA, and computer technology. An appropriate level of education and experience is essential to build the credibility of the organization with both internal and external communications. Board Reports, Fiscal Reports and Annual Reports will be required to build trust and accountability standards with donors and foundations. All image pieces including public relations and conference mock ups will be coordinated with the Fund Development Director as collaborative pieces. The Communications Director will report directly to the Executive Director.

Section 6. Fund Development Assistant

The Fund Development Assistant ("F.A.") shall carry out all functions that are delegated by the Fund Development Director and/or the Executive Director. The F.A. will report directly to the Fund Development Director. In the absence of a Fund Development Director, the F.A. will report directly to the Executive Director.

Section 7. Communications Assistant

The Communications Assistant ("C.A.") shall carry out all functions that are delegated by the Communications Director and/or the Executive Director. The C.A. will report directly to the Communications Director. In the absence of a Communications Director, the C.A. will report directly to the Executive Director.

Section 8. Case Manager

The Case Manager shall carry out all functions related to the support and rehabilitation of the victim(s) and his or her family members. This individual shall have a working knowledge of Case Development, including the development of case files, referral agencies, initial search protocol and initial counseling services. The skills required for this position are basic writing and data keeping skill, para-professional counseling and referral experience and education.

Section 9. Education Consultants

Education Consultants may be hired on a temporary or as needed basis to develop the educational curriculums and tools appropriate for age and education development of the Corporation's programs. Education committees made up of local and area educators may be a substitute for a hired consultant. All hiring decisions shall be made by the full Board.

Section 10. Development Consultants

Graphics, Website Design, and Organizational Development Consultants may be hired on a temporary or as needed basis to develop professional materials used for public relations, education programs, and family support materials. All hiring decision shall be made by the full Board.

Section 11. Law Enforcement and Agency Committees

Law Enforcement and Agency Committees may be developed on an as needed basis to develop search and support training, case file protocols, as well as support materials for victims and families of the missing. All hiring decisions shall be made by the full Board.

Section 12. Strategic Partners

Strategic Partners in the areas of law enforcement, marketing, printing and publication, conference planning and other support areas shall be negotiated after a full Board strategic plan.

Article X. Contracts, Checks, Deposits and Funds

Section 1. Contracts

The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc.

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by those officers or agents of the Corporation and in a manner as shall be determined by resolution of the Board of Directors. In the absence of this determination by the Board of Directors, the instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the president or a vice-president of the Corporation.

Section 3. Deposits

All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts

The Board of Directors or any officer(s) or agent(s) of the Corporation to whom such authority may be delegated by the Board, may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

Section 5. Bond

At the discretion of the Directors, any officer or employee of the Corporation shall be bonded. The expense of furnishing any such bond shall be paid by the Corporation.

Article XI. Books and Records

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the

authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote.

Annually, or upon the request of any member of the Board of Directors, the accounts of the Corporation will be audited by a reputable Certified Public Accountant, whose reports shall be submitted to each member of the Board.

Article XII. Fiscal Year

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year, until changed by resolution of the Directors.

Article XIII. Seal

The Board of Directors shall not be required to procure a corporate seal.

Article XIV. Notice Requirements

Section 1. Notice in General

In any case hereunder when notice to the Directors is required or permitted, the notice shall be in writing or delivered personally or sent by mail or email receipt and/or confirmation to each director at the address for such director as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid.

Section 2. Waiver of Notice

Whenever any notice is required to be given under the provisions of the Wisconsin Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws of the Corporation, a waiver in writing signed by the persons entitled to the notice, whether before or after the time stated there, shall be deemed equivalent to the giving of notice.

Article XV. Indemnification

The Corporation shall indemnify officers, Directors, employees or agents and other persons in accordance with Section 181.042, Wisconsin Statutes or any other applicable provisions of the Wisconsin Statutes.

Article XVI. Amendments to Bylaws

These bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least five (5) days written notice is given of intention to alter, amend or repeal or to adopt new Bylaws at the meeting. No notice shall be required if all Directors are present and all vote in favor of the amendment.

Article XVII. Amendment of Articles

The Articles of the Corporation may be amended in such a manner authorized by the law at the time of Amendment.

Article XVIII. Dissolution Clause

Upon the dissolution of the Corporation, 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. Any such assets not so disposed of shall be disposed of by the Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for sure purposes.

IN WITNESS WHEREOF, these Bylaws are adopted by resolution of the Board of Directors this ____ day of 4-21, 2008

Missing Persons Network of Wisconsin, Inc.

By: 

Name: Terri McCormick

Title: Chairman/President