

LOUISIANA PRIVATE INVESTIGATORS ASSOCIATION, INC.
Constitution and By-Laws

Preamble: We, Professional Private Investigators and Affiliate Members of Louisiana, convinced that a recognized Statewide Trade Association of like-minded Professionals will serve as an impetus to increase the standards in our industry, for ourselves and the clients we serve, through self-regulation, education, and industry networking, do hereby associate ourselves together in formal Corporation, and so hereby adopt and establish this Constitution and By-Laws.

Article I.
Name

Section 1: The name of this Association is, and shall continue to be, the LOUISIANA PRIVATE INVESTIGATORS ASSOCIATION, Inc., hereinafter called the "Association", a duly registered corporation with the Louisiana Secretary of State as a non-profit corporation on April 4, 1987 and shall bear the acronym of the "LPIA".

Section 2: There shall be a proprietary office, if possible, and in that event it shall be located in Louisiana's Capitol, at the address provided for in the Corporate Charter at P.O. Box 3311, Baton Rouge, Louisiana, 70821-3311.

Section 3: If, at any time and for any reason, this Association is unable to establish a permanent, physical, proprietary office as provided for in section 2 above; then at all times under such circumstances, the Association's proprietary office, business and financial records, and principal domiciliary office shall for all legal purposes be identified by, and tantamount to, the primary place of business of the Association's sitting President.

Section 4: It shall be the first official duty and act of each succeeding Association President to file, or have filed, all necessary amendments, documents and fees required by the office of Louisiana's Secretary of State to reflect the changes in the Association's head officer and principal domiciliary office.

Article II.
Purpose

Section 1: It shall be the purpose of this Association to be a recognized benchmark of professionalism for Private Investigators of the State of Louisiana, and those Affiliates being members, to promote educational and industry

standards; to secure and disseminate accurate information relating to our professional field; and to promote industry networking to advance the professionalism and reliability of the Professional Private Investigator Industry in Louisiana.

Section 2. We believe that the path to fulfilling this purpose can be achieved by offering quality continuing education paths: upholding the honor and dignity of our livelihood: contesting oppressive legislation or regulation: Fighting to preserve opportunities: and maintaining the strong proactive voice for prudent public policy regarding the Louisiana Private Investigative industry born of this body.

Article III. Financing

Section 1: The dues of its membership shall finance this Association, together with such functions, activities and/or programs as may be deemed appropriate and necessary to ensure the financial viability of the Association, by the Association's governing body not otherwise contrary to section 501 (c) (6) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2: This Association is organized exclusively to promote and facilitate educational, political and business purposes of the Louisiana Private Investigator industry, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (6) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 3: No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its members, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for goods and services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II, herein above. No substantial part of the activities of the Association shall be the carrying on of propaganda, attempting to influence any legislation not directly related to the Private Investigator industry, or intervention in (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Association shall not carry on any other activities not permitted to be carried on by an Association exempt from federal income tax under section 501 (c) (6) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 4: Upon the dissolution of the Association, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (6) of the Internal Revenue Code, or the 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 a court of competent jurisdiction of the parish in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Article IV.
Emblem

Section 1: This Association shall design and adopt an Official Emblem. The purpose and objective of an Official Emblem for the LPIA Association is to be an icon to identify membership, publications and official property of by the "LPIA", and in order to promote the Association.

Section 2. The governing body of this Association shall use the Official Emblem on the cover of the LPIA Journal, letterhead, and all official business transactions.

Section 3. Members of the Association shall be permitted to display and otherwise use the Official Emblem on letterheads, business cards, web pages and marketing media in connection with their professional trade in the Private Investigator industry. A member, for identifying, promoting or advertising any non-member goods, services or publication for sale, shall not use the Emblem. In no event shall the Official Emblem be authorized for use by any member for personal gain or in any manner disparaging of the LPIA Association and/or its members.

Section 4. The Executive Board may adopt By-Laws and/or Executive Standing Rules consistent with purpose and objective of the Official Emblem as set forth in this Article, from time to time authorizing the use of the Official Emblem by non-member/affiliates individuals or entities where the Association and its membership is benefitted and promoted in a positive light.

Article IV.
Membership

Section 1: Membership in this Association shall consist of two (2) distinctive groups, Group A. Louisiana State Licensed Private Investigators and Group B. Affiliate Members. Each group will consist of distinctive classes, and shall have

corresponding responsibilities and privileges of each respective class membership as established by this Article and the By-Laws of the Association.

Section 2: Louisiana State Licensed Private Investigators shall consist of all Private Investigators, duly licensed by the Louisiana State Board of Private Investigator Examiners, shall be eligible for membership in the LPIA Group A. It shall be recognized that all Louisiana State Licensed Private Investigators, duly licensed by the Louisiana State Board of Private Investigator Examiners, pursuant to the provisions of R.S. 37:3500, et. seq., and in consideration of the State Board's background check; recognition of qualification for licensing; and obligation to comply with State Licensing rules and policy; shall constitute the core group of the Association and be distinguished from Affiliate Members, and have corresponding obligations and privileges as established by the Executive Board of the Association, which are not contrary to the provisions of this Constitution.

Section 3: Group A Membership shall consist of three classes of licensee as established by the Louisiana Board of Private Investigators Examiners, i.e. Agency, Individual, and/or Apprentice, with each class having corresponding obligations and privileges as established by the Executive Board of the Association, which are not contrary to the provisions of this Constitution. There can only a single membership per license.

Section 4: Affiliate Members shall consist of all members who are not Louisiana State Licensed Private Investigators duly licensed by the Louisiana State Board of Private Investigator Examiners. In consideration of the various backgrounds, trades, and skills of Members of Affiliate Membership, there shall be established classes of Affiliate Membership, each having corresponding obligations and privileges as established by the Executive Board of the Association, which are not contrary to the provisions of this Constitution.

Section 5: Group B Membership shall consist of _____ classes of members established by the By-Laws of this Association in consideration of background, trade, qualifications and potential for promotion of the Louisiana Private Investigators industry, with each class having corresponding obligations and privileges as established by the Executive Board of the Association, which are not contrary to the provisions of this Constitution.

Section 6: Members of either group, of any class, may apply for and/or be appointed to any one of four special classes of member, pursuant to the criteria and procedure established in the By-Laws of this Association, i.e. Charter Member; Honorary Member; Sponsor; and Life Member, which are not contrary to the provisions of this Constitution. Any member in good standing at the time

of the ratification of this Constitution having previously qualified for and/or placed in one of the four special classes of membership, shall retain that class designation, with all rights and privileges established under the Association's 1987 By-Laws.

Section 6: All membership applications will be submitted to the Membership Administrator for processing and compilation of the Association database. The Membership Administrator shall then provide the Membership Committee Chairman copies of the applications. The membership committee shall screen all applications for compliance with all established qualification criteria according to the By-Laws, and thereafter, approve or disapprove the application. If the Membership Committee approves the application for membership, the application will require no further action. If the application is disapproved by the Membership Committee, written reasons for rejection shall be provided to the Secretary and the applicant in the form and consistent with the By-Laws of this Association. The applicant shall be afforded the opportunity to appeal the denial by the Membership Committee. Any such appeal shall be in accordance with the procedure for members established in Article IX, section 3, and consistent with the By-Laws of this Association.

Section 7: It shall be in violation of this Association's Constitution and By-Laws to refuse membership in this Association based on nationality, gender, race, creed or religion.

Section 8: All original and renewal applications of a Group A applicant for membership must be made on a form approved or provided by the Association, conjointly with a photocopy of the applicant's current Louisiana Board of Private Investigators Examiners license, and a photocopy of all Agency employees for which separate memberships are requested. Annual dues as defined by the By-Laws must accompany each application. All original and renewal applications of a Group B applicant's for membership must be made on a form approved or provided by the Association, conjointly with a photocopy of the applicant's current driver's license.

Section 9: If the Louisiana State Board of Private Investigator Examiners has licensed the membership applicant, the Membership Committee shall verify the current status of applicant's license as provided for in the By-Laws.

Section 10: The resignation of any member of the Association, in good standing, shall be accepted without further action and be sent to the President, who will notice the Board of Directors through the Secretary and, Treasurer.

Section 11: Only members domiciled in the State of Louisiana and in good standing are entitled to vote on Association business. The Association shall consider the vote a personal privilege of each member. Any member holding voting privileges that, without just cause, fails to actively participate in the governing process shall be sanctioned according to the procedure and schedule more fully set forth in the Association's By-Laws.

Section 12. Membership is neither a "RIGHT" nor "PROPERTY", purchased by payment of dues. It is neither transferable nor a business asset, but a personal privilege of each member.

ARTICLE V. ***Organizational Structure***

Section 1: A Board of Directors elected from members domiciled in the State of Louisiana and in good standing shall govern this Association.

Section 2: This Association shall be nonpartisan, nonsectarian, nonunion and a not-for-profit corporate organization, whose members have the exclusive right to influence activities through an elected Board of Directors. In the event of a vacancy occurring on the Board of Directors between Annual Conferences, an individual, who is selected by the President, shall fill such vacancy.

Section 3: Whenever the term "BOARD OF DIRECTORS" is used in this Constitution, it shall mean Sixteen (16) members, including the current President who shall serve as the Chairperson. Fifteen (15) of the Sixteen (16) shall be elected at the Annual Conference of the Association. The Sixteenth (16th) member shall be the immediate Past President as set forth in his duties. The Executive Officers shall attend the Board of Director meetings and each shall have one vote.

Section 4: The Board of Directors of this Association shall consist of eleven (12) Executive Officers and four (4) Trustees elected by the general membership.

Section 5: The (12) Executive Officers of this Association shall consist of the President, Vice-President, Secretary, Treasurer, Sergeant At Arms, Editor, Chaplain four (4) Regional Directors, and immediate Past President.

Section 6: The four (4) Trustees shall be nominated and elected by the general membership, one each, from the four different Regions of the state.

Section 7: They shall exercise good judgment for the benefit and enjoyment of the members.

Section 8: The Executive Officers shall make all necessary reports to the President, who shall report directly to the membership.

Section 9: A simple majority of qualified Officers, Directors and/or Trustees shall constitute a quorum for the purpose of conducting Association business.

Section 10: Any member in good standing has the right to make recommendations for betterment of the Association, in writing or verbally, through the orderly process established by this Association's By-Laws, who shall have the right to approve or reject any recommendation or change any proposal.

Section 11: The Board of Directors may conduct Association business in person, through the Association's Yahoo Leaders Group, by facsimile machine, by telephone or by any other means of routine business communication, that the Board of Directors determines proper.

Section 12: All members of the Board of Directors shall have Internet capabilities in order to comply with section 11.

Section 13: In order to comply with section 11 and section 12 a simple majority of Officers and Directors must be in place and have immediate access to the selected mode of communication before a full and complete vote on Association business can be taken outside an "In Person" Board meeting.

Section 14: The Board of Directors may select an Attorney, Licensed within the State of Louisiana, to represent the Association in legal matters. However, such legal representation is to be limited to matters affecting the Association as a whole and not as a benefit to any individual member or officer.

Section 15: The Board of Directors may enter into any agreement with any person or company, they deem appropriate to promote the Association. The Board of Directors shall provide to the membership, by the means and procedure established in the By-Laws of the Association, a notice of hiring of any person, company or entity, for bidding purposes, with the exception of limited performance contracts.

Section 16: Standing Committees

A. **Grievance Committee** - The Board of Directors shall serve as a standing Grievance Committee. The President shall serve as chairman of this committee, as established by the By-Laws. This committee shall promulgate rules and procedures, consistent with this Constitution, which affords the general membership the right and means to orderly petition

the Board of Directors for grievances. Under no event or circumstance shall any member disclose or make known to another member, or other third party, any grievance, real or imagined, involving the membership and/or business of this Association that is not in compliance with the rules and procedures hereafter established by the By-Laws. Actions by any member in violation of this section shall constitute grounds for termination of membership.

B. Ways & Means Committee - The Board of Directors shall serve as a standing Ways & Means Committee. The Treasurer shall serve as chairman of this committee, as established by the By-Laws. The committee shall review the Association's financial records for the previous two years income and expenses and develop a proposed budget for the current fiscal year; develop and recommend programs or activities with revenue generating potential; and serve as a *de facto* committee in conjunction with any programs and activities proposed by and/or conducted by any Regional Director.

C. Membership Committee - The Secretary shall chair this Committee. This Committee shall assist and oversee the Membership Administrator, who shall maintain a current list of members, broken down by class. The committee will recruit new members and develop professional networking and social objectiveness to sustain the evolution of beneficial interaction between existing members. The other *de facto* member of this Committee may be the Treasurer of the Association, as set forth in the By-Laws. This Committee shall have the authority to grant membership to any applicant; however, authority to deny Membership to any applicant shall be vested in the Board of Directors pursuant to the provisions of Article IV, section 6.

D. Legislative Committee - The Vice President shall serve as the chairman of this committee. This Committee shall actively partake in both the Louisiana and Federal Legislative and Regulatory process for the affirmative passing of proactive legislation of benefits to Private Investigators, Investigative Agency owners and the Association. Develop Association positions on topical issues, communicate issues to the membership and convey member's opinions to the Board of Directors and to the Lobbyist for the Association, negotiate the Lobbyist's contract for the Board of Directors, testify before the Legislative committees, converse with Legislator's and their staff on Association business. This committee's members shall be registered voters in their Parish of domicile have actively cast a vote in at least one municipal, state or federal election within the past two years of the anniversary date of membership.

E. Constitution and By-Laws Committee - This committee shall be chaired by the Parliamentarian. This committee shall annually review and evaluate additional amendments or corrections to the constitutional and by-laws. They shall review and evaluate all standing rules preceding their adoption and annually fix relevance. The Parliamentarian shall have final authority on all points of order. The Parliamentarian shall strive to make membership an appreciating privilege by sustaining a sound reputation based upon integrity, fairness and democratic principles. This Committee shall be the final authority on any interpretation of the Constitution of this Association.

G. Benefit Committee - The Treasurer shall serve as the chairman of this committee. This Committee shall identify prepare and promote ways and means to obtain statewide group benefit at discount rates for Licensed Private Investigators, and Agency owners. They shall poll the membership on those benefits they consider the most prized and provide the findings of the poll to the Board of Directors; develop and promote programs and activities that will achieve the most benefits identified and desired by the membership.

H. Election Committee - This committee shall consist of the Secretary, who shall serve as Chairperson and one member appointed by the President. All members in good standing, and being of a class possessing the vote privilege, shall have the right to vote either in person at the annual conference or by absentee ballot. Nominations or candidates must declare their intent to seek office, in writing 90 days prior to the first day of the Conference. The Chairperson along with the one member appointed by the President, shall verify the eligibility of all voting members, count the votes and announce the results of the election, including all vote counts. The Board of Directors shall post a list of declared candidates to the members, as they deem appropriate. The candidates shall have an opportunity to write a brief statement, not to exceed 250 words, concerning their qualifications, which will be published on the LPIA web page at least sixty (60) days prior to the election.

I. Annual Meeting Committee - The Vice Presidents shall chair this Committee. This committee shall promptly secure the place, date and time of the Annual Meetings, with the knowledge of and the approval of the Board of Directors as soon as possible after the last Annual Meeting. They will recommend appropriate awards, media coverage, speakers, and vendors. The committee shall be responsible for the agenda and shall assist in negotiating contracts for the Board of Directors, who shall remain supportive and involved.

J. **Education Committee** - The Editor shall chair this Committee. This Committee shall identify, prepare and promote ways for the educational and professional development of Licensed Private Investigators. They shall ascertain common instructional elements by agencies and investigators. They shall resolve representative testing requirements for licensure and serve members in continuing educational needs. They shall promote awareness of the Public's Right-to-Privacy, Trespass, and other applicable State and Federal Laws applicable to the Private Investigative industry; and /or to survey the membership for desired or needed training and relate such information to the Louisiana Board of Private Investigators Examiners for consideration of approval or inclusion of CEU courses available to satisfy the State's annual CEU requirement.

ARTICLE VI

The Board of Directors and Executive Officers

Section 1: Board of Directors

A. There shall be a Board of Directors consisting of sixteen (16) Members, as defined in Article 5, sections 3 through section 7. Fifteen (15) of the sixteen (16) shall be elected at the Annual Conference of the Association. The sixteenth (16th) member shall be immediate past President. The term of Office shall be from the end of that Annual Conference to the end of the next Annual Conference. Those Directors shall direct the activities in the areas as defined in the By-Laws.

B. The President of the Association shall serve as the Chairperson of the Board of Directors.

C. In the event, a vacancy occurs on the Board of Directors between Annual Conferences; the President shall fill such vacancy.

D. All Past Presidents and elected Officers of the Association may attend the Board Meetings and may be heard without prior approval for placement on the Board's meeting agenda. General membership may attend the Board Meetings, but may not participate in discussions or otherwise be heard by the Board of Directors, unless placed on the meeting agenda pursuant to the procedures established by the Association's By-Laws.

E. A quorum of the qualified Officers and Directors present or otherwise attending by means of telecommunications shall consist of a simple majority.

F. Any official, who does not comply with their assigned responsibilities and do so in a timely manner, may be relieved of office by the majority vote of the Board of Directors. The President, with the simple majority approval of the Board of Directors, shall make appointment of a replacement.

G. The Directors shall hold meetings in their respective areas to conduct good will and to further the interests of the Association.

H. The Board of Directors shall be the managing body of the Association. They shall control the affairs of the Association.

I. The Board of Directors shall select the place and date of the Annual Conference and approve the activities of the Annual Conference.

J. The Board of Directors shall have the power to conduct a hearing concerning any member of the Association upon any charge by any other member affecting said member's professional ethical conduct, provided the charge is made in writing and has been investigated by the Grievance Committee. If the accused is found guilty by a majority vote of all elected Board members, the Board shall have the authority to expel, suspend, censure and/or admonish such a member in accordance with the rules and procedure set forth in the By-Laws of this Association.

K. At meetings held by the Board of Directors membership applications that have been rejected by the Membership Committee, and appealed, shall be voted upon.

L. The Membership Administrator and Secretary shall present such applications with written reasons for denial of the application and background of such applicants. The appealing applicant shall attend the Board meeting and provide the Board of Directors any oral reasons or other supporting documentation in opposition to the Membership Committee's reason for denial. If the appealing applicant does not appear for the hearing before the Board of Directors, the Board without additional deliberation or vote shall approve the Membership Committee's determination of denial.

Section 2: Duties of the President

A. The President shall:

- (1) Preside at all meetings of the Association, both regular and special.
- (2) He shall be charged with preserving order and decorum at all Association meetings and functions.
- (3) The President shall appoint any special Committee Members.
- (4) The President shall appoint all vacancies caused by Death, resignation or other causes.
- (5) The President shall represent the Association requiring official LPIA representation, including, but not limited to, legal matters, business transactions, contract negotiations, media interviews and social function.
- (6) The President shall compile a list of LPIA members, in good standing and meeting the criteria established by R.S. 37:3504 (B), together with any additional qualifications which may be enacted at a future date after ratification of this Constitution, for presentation to the Governor of the State of Louisiana at the end of the term of the currently sitting State at Large Member on the Louisiana State Board of Private Investigator Examiners.
- (7) The President shall appoint an LPIA member, in good standing, to serve as the association's Parliamentarian and Presidential advisor in all matters concerning the orderly conduct of all business in general meetings, executive meetings, and association seminars established by this Constitution. The Parliamentarian shall serve as Chairman on the **Constitution and By-Laws Committee** and submit an annual report to the President regarding any need or recommendation for amendments to the **Constitution and By-Laws** which may need to be reviewed by the membership at large. The Parliamentarian shall hold voting privileges in all transactions conducted by the Board of Directors and/or **Grievance Committee**.

B. The President shall be elected by the general membership at Annual Conference and shall serve that office in a manner that promotes the best interest of the membership and Association.

C. The President shall report to the Board of Directors on the Activities of the Association.

D. The President and Treasurer shall co-sign any checks for the Association Accounts. If an emergency arises requiring a check be written where the Treasurer or other authorized officer is unavailable to immediately co-sign the check, the President shall inform at least three (3) members of the Board of Directors, explaining the emergency and the special circumstances requiring the immediate check. If the President receives written agreement, via fax or e-mail, by at least three (3) members of the Board of Directors, the President, under these limited circumstances, may issue an Association check that is not co-signed by the Treasurer, for amounts not to exceed \$_____.

E. The President shall make a report to the general membership during the opening of the Annual Conference and shall conduct the general meeting at the Annual Conference.

F. The President will serve as chairman of the Grievance Committee.

Section 3: Duties of the Vice President

A. The Vice President, or in the temporary absence of the Vice President, the Secretary, and so on in numerical order, shall act as presiding officer of the Association during the temporary absence or disability of the President.

B. The Vice President shall serve on the Board of Directors, with a vote on all matters before that Board.

C. The Vice President may co-sign checks for the Association accounts in any instances where the primary co-signers, i.e. President and Treasurer, are unavailable or unable to server their function, with approval of a majority of the Board of Directors.

D. Shall remain current on all Association business and act as the Chairperson of the Legislative Committee and Annual Meeting Committee.

Section 4: Duties of the Secretary

A. The Secretary shall keep the records and the minutes of Association.

- B. Shall report to the President and be aware of Association Business.
- C. Shall keep minutes of the Board of Director's meeting, which shall be presented to the Board for approval, as soon as possible, but not later than forty-five (45) days after a meeting.
- D. Shall monitor Internet voting and report the final results to the Board, at the conclusion of voting.
- E. Shall serve as chairman of the Election Committee and Membership Committee.
- F. Shall furnish the Website Administrator minutes of Board meetings once they are corrected and approved along with any Internet voting results that would alter, amend, suspend, or create changes to the Constitution or By-Laws, so they may be posted in the member's only section of the LPIA Web page.
- G. The Secretary shall perform other duties relating to the positions assigned by the President and/or the Board of Directors.

Section 5: Duties of the Treasurer

- A. Shall keep all monies due the Association and keep a just and accurate account between the Association and the members.
- B. Shall make presentations to the Board of Directors and to the general membership at the Annual Conference.
- C. Shall co-sign all checks for Association business.
- D. Shall serve as chairman for the Ways & Means Committee and the Benefit Committee.
- E. Shall provide the President and the Board of Directors with a monthly financial report, an annual financial report and a final financial report at the end of term in office.
- F. Shall deposit all LPIA monies in a banking facility Approved by the Board of Directors.
- G. Shall issue checks to pay LPIA expenses, which have been approved by the Board of Directors.

H. Shall incur no expense on behalf of LPIA, without aforementioned approval of the Board of Directors.

I. Shall maintain and file, in a timely manner, all Reports and tax returns with the Internal Revenue Service, the Secretary of State, the Office of the Comptroller and other agencies as required by law.

J. The Treasurer shall perform other duties relating to the positions assigned by the President and/or the Board of Directors.

Section 6: Duties of the Sergeant-at-Arms

A. The Sergeant-at-Arms shall assist the President in preserving order, peace and quite during every meeting of this Association. In the absence of the President and Vice President, he shall assume the duties and responsibilities of the President.

B. Shall have command of the outer door of the Conference hall and Boardroom and shall prevent unauthorized entry as determined by the President or the Board of Directors.

C. Shall perform such other duties as the President may direct.

D. The Sergeant-at-Arms shall perform whatever other duties may be imposed upon him by the Constitution and By-Laws.

Section 7: Duties of the Editor

A. It shall be the duty of the Editor to collect information regarding policy changes handed down by the Louisiana Board of Private Investigators Examiners, articles of interest to the Louisiana Private Investigator industry, advertising commitments, and news involving legislative enactments, and print and distribute to the general membership a quarterly newsletter.

B. Shall received all articles of interest to the Association, Edit them, when necessary, and prepare them for Inclusion in the Association official publication.

C. Shall serve as *ex officio* Historian of the Association. In this capacity the Editor/Historian shall search for, collect and have Custody of all items of historical interest to the Association and identify and mark each item, acknowledge the donor of each and maintain an inventory of all materials.

The Editor/Historian shall make a display or presentation at the Annual Conference, of such items.

D. Shall serve as the Associations official repository for all Newsletters, Publications, Photographs, and other written documentation of Historical significance regarding the Association during his term of office.

E. Shall serve as the chairman of the Education Committee.

F. The Editor shall perform whatever other duties may be imposed upon him by the Constitution and By-Laws.

Section 8: Duties of the Regional Directors, Four (4)

A. It shall be the duty of each elected Regional Director to organize, promote and hold an annual Regional Meeting/Seminar in his respective region.

B. Each Regional Director shall submit, or appoint someone to submit, a regional report to be included in the quarterly LPIA Journal.

C. It shall be the duty of each elected Regional Director to provide assistance to the Vice-President in connection with active solicitation for membership in the Association. Each regional director shall keep a record of solicitations and which solicitations result in new memberships. Such records shall serve as a report basis of activity to the Vice President.

D. It shall be the duty of each regional director to serve as a member of the Legislative Committee.

E. Each Regional Director shall perform whatever other duties may be imposed upon him by the Constitution and By-Laws.

Section 9: Duties of the Chaplain

A. It shall be the duty of the Chaplain to lead the Association in prayer at all meetings/seminars or functions.

B. The Chaplain shall poll the general membership for injury, illness and/or death affecting the Association members and to report his findings to the membership, in accordance with the permissions and desires of the affected member.

C. The Chaplain shall serve as chairman of any special committee established by the Board of Director for purposes of organizing volunteer membership to address an emergency need for the Association.

D. The Chaplain shall serve as the chairman of the Ad Hoc Investigative Committee as defined in Article IX, section 2.

E. The Chaplain shall perform whatever other duties may be imposed upon him by the Constitution and By-Laws.

Section 10: Duties of the Trustee

A. Each Trustees shall have the duty to call upon the Treasurer at the time of the Trustee's Regional Meeting/Seminar for purpose of a quarterly audit of the Association's books.

B. The Trustees, collectively, will have the responsibility of auditing the books annually at the close of the association's fiscal year. They shall submit a report of their findings, which will include a statement attesting to whether or not all disbursements have been properly made, after reviewing incoming revenues and costs acquired by the Association.

C. Shall perform whatever other duties may be imposed upon him by the Constitution and By-Laws.

Section 11: Duties of the Immediate Past President

A. The Immediate Past-President shall assist the President in carrying out his duties. He shall give freely of his experience as President and answer any call from the President for guidance and advice in making decisions. He will perform these duties and whatever other duties that are imposed on him/her by the Constitution and By-laws. The Immediate Past-President shall hold voting privileges in all transactions conducted by the Board of Directors and/or Grievance Committee.

ARTICLE VII
Annual Meeting

Section 1: A statewide membership Annual Meeting and Conference shall be Held annually at the direction of the Board of Directors.

Section 2: A Board of Directors meeting shall be held during the Annual Meeting and Conference that shall be open to members who wish to attend, subject to the requirements of Article VI (1) (D).

ARTICLE VIII

Election of the Board of Directors and Executive Officers

Section 1: The Executive officers and the Trustees shall be elected by secret written ballot at the annual Conference, in person, or by electronic ballot on the LPIA web page, and/or by absentee ballots. A plurality of votes shall be required for each election.

Section 2: The term of office shall be from installation through the Annual Conference the following year.

Section 3: All LPIA members, in good standing, in those classes holding voting privileges, may participate in the voting.

Section 4: There shall be fifteen (15) Directors elected to the Board.

Section 5: No voting by representation or proxy shall be allowed.

Section 6: Candidates

A. Members in good standing, in those classes holding voting privileges, shall nominate all candidates.

B. Any member, in good standing, in those classes holding voting privileges, desiring to become a candidate for an elected office within the Association, shall announce his or her candidacy not less than ninety (90) days prior to elections.

C. Each declared candidate who is a member, in good standing, in those classes holding voting privileges, and who complies with the ninety (90) day notification of intent to seek office, will have their name's placed on the absentee ballot.

D. The names and brief statements, not to exceed 250 words, concerning the members announcing their candidacy for office, shall be published in the next two monthly issues of the LPIA Journal, as well as posted on the LPIA website.

E. The candidate for the office of President shall have served on the Board of Directors, either as an Officer or Director for one year within the prior three (3) years.

F. The Election Committee Chairperson shall notify all candidates within twenty-four (24) hours of the completion of the ballot tallying of the election results.

Section 7: Absentee Ballots

A. The absentee ballot will be limited to providing the opportunity to the general membership, in good standing, in those classes holding voting privileges, to vote for announced candidates for the Executive Officers and the Board of Directors, with the exception of the immediate Past President.

B. Said absentee ballots shall be mailed to the Election Committee Chairperson and shall be postmarked at least fifteen (15) days prior to the first day of the Annual Conference.

C. All absentee ballots will be opened, verified and counted by the Secretary, plus one person appointed by the President, who shall report to the membership the results of the election, including all vote counts, whether in person or by electronic means.

Section 8: Nomination from the floor at the Annual Conference

A. In the event that there are no declared candidates, nominations will be accepted from the floor at the Annual Conference.

B. The procedure for electing candidates shall be Chaplain, Editor, Sergeant-at-Arms, Regional Directors, Treasurer, Secretary, Vice President, and finally President and then the Trustees.

Section 9: Preservation of ballots

All ballots shall be preserved for ten (10) days before destruction, unless an election is challenged, and then they shall be preserved until the resolution of the challenge.

ARTICLE IX
Discipline

Section 1: Any member, Trustee, Director, or Executive Officer may be censured, suspended or expelled from the Association, by the Board Of Directors for unethical or unlawful behavior, or conduct that harms the interest, welfare and character of the Association or violates this Constitution, By-Laws, Code of Ethics, or Canon of Conduct adopted by the Association.

Section 2: Any member in good standing may prefer charges against another member, by filing a complaint signed by the complaining member.

A. Allegations shall be submitted in writing via certified mail addressed to the President and signed by the complaining member.

B. The President, within ten (10) days of receipt of a complaint, shall authorize an Ad Hoc Investigative Committee of three (3) members to investigate the allegation(s). This committee shall consist of:

- (1) The Association's sitting Chaplain
- (2) One chosen by the Accused and
- (3) One chosen by the board of Directors

C. No investigation shall begin before the President confirms the complaint and informs the member against whom the allegation is made.

D. This Ad Hoc Investigative Committee shall, within forty-five (45) days, submit to the President, in writing the results of their investigation, with documentation and justifiable recommendations, for a timely determination by the board of Directors.

E. If the allegations are against the President the complaint shall be submitted to the Vice President, who shall perform the function of the President in authorizing an Ad Hoc Investigative Committee and submitting the results to the Board of directors as outlined above.

F. In all cases, the Investigating Committee shall also inform the accused member of the nature of the allegations and provide for reasonable opportunity to present evidence.

G. The accused member shall promptly be notified of the Board of Directors' determination, by certified mail and who shall have ten (10)

days from the date of the notice to file a request for a formal hearing before the Board of Directors at its next scheduled meeting. If the notice is returned to the Board of Directors undeliverable and it has been addressed to the last known address provided by the member, the Board of Directors shall consider this to mean a formal hearing was not desired by the member.

H. After, considering all the evidence, including presentations made by members concerned, the Board of Directors can, by majority vote:

- (1) Dismiss all charges against the member.
- (2) Sustain the charges, and
- (3) Direct the censure of the member, or
- (4) Direct the supervision of the member for a certain time.

Section 3: Appeal

A. A member of the Association suspended or expelled, according to Article VIII, shall have the right-to-appeal before the Members attending the next Annual Meeting.

B. To appeal the decision of the Board of Directors, the member concerned shall submit written requests for an appeal to the President and Secretary.

C. The President and Secretary shall ensure during the Board of Director's business meeting at the next Annual Meeting, sufficient time for the member to present an appeal, in person, before the membership in attendance.

D. The President shall make those in attendance aware of the allegations against the member, the Board of Director's findings and the action taken by the Board of Directors.

E. After that, the members shall, by secret ballot and by a two-thirds (2/3) majority:

- (1) Set aside the action of the Board of Directors
- (2) Reduce the expulsion from the Association to a suspension for a certain amount of time.
- (3) Reduce the suspension to a censure.
- (4) Reduce the censure to a verbal reprimand

(5) Sustain the discipline assessed.

F. Failure of the appellant to appear in person shall void the appeal and the discipline assessed shall stand with the "failure to appear" noted for the Corporate Record.

ARTICLE X

Dues

Section 1: The annual dues of this Association, the amount set forth In the By-Laws, shall be determined by vote of the membership at the Annual Meeting. The fiscal year covering the payment of dues shall be the twelve (12) months from the date of member's original application or renewal.

Section 2: A member, whose dues have not been paid thirty (30) days after the due date, shall be classified delinquent. If the dues are paid before sixty (60) days have elapsed the member shall be automatically reinstated. If the dues are still delinquent at the expiration of sixty (60) days, membership in the Association shall be terminated and the member will be removed from the mailing list. Reinstatement may be made within the affected fiscal year, upon majority vote of Board of Directors, plus payment of dues for the fiscal year and a reinstatement fee, as provided for in the By-Laws.

Section 3: Upon payment of all dues and reinstatement fees, any such member may be restored to membership upon approval of the Board of Directors.

Section 4: Any member who has not requested reinstatement before the end of the fiscal year shall be dropped from all membership and benefit rolls.

ARTICLE XI

The Official Publication

Section 1: There shall be an official publication of the Association and the name historically established shall forever be the "LPIA JOURNAL". Said publication shall be distributed to all members quarterly and include, at least, three (3) sections for distinct items of interest. Each publication, at minimum, shall contain (1) any actions taken by the Louisiana Board of Private Investigators Examiners and/or State or Federal legislation affecting the industry since the preceding publication; (2) Educational articles concerning the industry and/or available local CEU programs approved for credit in Louisiana, and (3) Articles chronicling and promoting Association programs.

Section 2: The official publication shall be printed and distributed by the Association Editor, provided for in the By-Laws.

Section 3: The Association, an amount set forth in the Bylaws for preparing and submitting material, shall advance or reimburse the Editors the actual costs connected with the official publication.

Section 4: The official publication shall be mailed to the general membership, via bulk mail permit, E-mail and/or by posting on the LPIA web page, so it is received no later than two weeks (14 days) after the copy approval by the Board of Directors for submission to the general membership.

Section 5: The term of the Copy Editor ends whenever the President's term expires.

Section 6: Any materials published within the official publication shall be subject to edit and copyright by the Association. All material printed shall be subject to final approval of the President, or by a person duly appointed by the President for such a purpose.

Section 7: Manuscripts shall be judged on the following points: Factual accuracy, style, and ease of reading, structure and logical flow, length, relevance and analysis of information. Articles used to promote a members' product or a service shall be rejected.

Section 8: No material subject to prior copyright shall be published in the LPIA Journal without first obtaining written permission from the copyright owner.

ARTICLE XII

By-laws and Executive Standing Rules

Section 1: The Board of Directors shall issue By-laws, for the benefit and guidance of the membership, for implementation of the Constitution and for the orderly governing of the Association.

Section 2: No By-laws shall be adopted that in any way alters, amends changes or violates any of the Articles of this Constitution.

Section 3: Proposed By-laws or changes to By-laws shall be adopted by simple majority vote of the membership at the Annual Meeting of the Association. Any proposed changes shall be submitted to the Board of Directors not less than two (2) months before the Annual Meeting to notice members in the Official

Publication, LPIA web page, and/or any other means of approved communications established by the Board of Directors in the Association's By-Laws.

Section 4: For situations not covered by this Constitution or Bylaws, the Parliamentarian shall draft and publish Executive Standing Rules. Executive Standing Rules shall not be an Amendment to the Constitution or any By-laws and therefore, shall require no ratification by vote of the membership.

A. Standing Rules are so named because they are intended to provide administrative policy to cure existing governing deficiencies in the Constitution and By-Laws. They are authorized by and vested in the Board of Directors by this Constitution. Any such rules, policy or guidelines adopted by the Board of Directors shall be valid, binding and stand until revoked by Amendment or Floor Vote Petition.

B. Be kept to a minimum and be as simple as possible.

C. Be approved by majority vote of the Board of Directors, reviewed annually and rescinded when no longer necessary, or revised when outdated.

D. Be conditionally approved by the membership as adopted, unless, at the Annual Meeting, a majority of Members in attendance, modify or draft an alternate rule by signing a Floor Vote Petition, with Specifically proposed language attached.

(1) The Secretary, Treasurer, Election Committee Chairperson and Editor shall verify the petition's validity.

(2) After verification, the petition shall be openly discussed on the floor and a vote held before the Annual meeting adjourns.

ARTICLE XIII Amendments

Section 1: Adoption of this Constitution, drafted in response to an Emergency need to Revise, Amend and Modernize the Associations Constitution, as written in 1987, shall be by simple majority of current membership in good standing, attending the initial membership vote, after adequate notice to all membership. Notwithstanding any provision to the contrary that may contained in the 1987

Constitution and By-Laws, the vote of the attending membership shall constitute the voice of this Association regarding this Revised Constitution, and shall be deemed binding and valid on the Membership until hereafter Amended pursuant to the remaining sections of this Article.

Section 2: After the initial ratification of this Constitution and By-Laws it shall only be amended by a two-thirds (2/3) yes vote of members of this Association holding voting privileges present at the Annual Meeting, and/or otherwise casting their vote in any manner that shall be established by the Board of Directors in the Association's By-Laws.

Section 3: No Amendment shall affect or repeal any portion of the Constitution not specifically delineated in the Amendment.

Section 4: Proposed Amendments will be published in the official publication and/or on the LPIA web page at least two (2) months before the Annual Meeting.

Section 5: Each proposed Amendment should relate to a single Article only.

AFFIRMATION

We, the members of LPIA, the Louisiana Private Investigators Association, Inc. have by unanimous vote approved the adoption of the foregoing Constitution for governing the growth and administration of this Association. Without objection, this Constitution shall take effect, (date of ratification).