

LOUISIANA PRIVATE INVESTIGATORS ASSOCIATION

By-Laws

I. Dues

Membership in the Association entitles each member to one (1) Membership Certificate; one (1) lapel pin; one (1) Membership Roster per annum and one (1) Official Publication per quarter; access to the Members' Area of the LPIA web page and the LPIA Yahoo Group. The Dues shall be \$50.00 per Member per annum, for all classes except as follows:

II. Official Association Spokesperson

Pursuant to the provisions of Article VI, Section 2 (A)(5) of the Constitution the President shall be the official spokesperson of this Association. The President, at his discretion, may delegate and appoint a spokesperson for a specific function or time. In the absence or inability of the President to act as the Association spokesperson, or to appoint a spokesperson, the Board of Directors, by simple majority, shall appoint a spokesperson until such time as the President is able to resume his duties. No member shall act as the official spokesperson for the Association outside the policy established by this section. Any member in violation of this section shall be brought before the Grievance Committee and subject to disciplinary action deemed appropriate, including having his membership terminated. No unauthorized statements, actions, negotiations, or other Association business transacted by any member acting without the authority of elected office, or as otherwise provided for in this section, shall be null and void and without binding obligation upon the association.

III. Member Duty

Members, their partners, employees and associates, shall limit investigative activities to those that are legitimate and not expose the Association to unfavorable publicity through amateurish acts. This clause is exclusive of and in no manner dependant upon whether or not any action is instituted in connection with professional services under investigation by the Louisiana State Board of Private Investigators Examiners. Any member in violation of this section shall be brought before the Grievance Committee and subject to disciplinary action deemed appropriate, including having his membership terminated.

IV. Business Order

All business, meetings and assemblies of the Association will be governed by the application and reasonable interpretation of the procedures outlined in "Roberts' Rules of Order", except where they conflict with the Constitution, Bylaws or Standing Rules adopted by the Association. The Parliamentarian shall have final authority in any rule or usage challenge. Any point of order referred to the final determination of the Parliamentarian will be recorded in the records of the Association as an Executive Standing Order which may only be subject to revision by the provisions established in the Association's Constitution.

V. Transfer of Official Documents, Records or Property

The outgoing President, Secretary, Treasurer and/or other elected officer having possession of Association records, documents or physical property shall give the same to the Historian at the end of each officers term. Such items shall include, but not be limited to, the Corporate Book, Seal and all the original documents of the Association, the original Constitution, Amendments to the Constitution, Special Rules, and minutes of all official meeting of members of the Association, all original Applications for Membership, banking records, an up-to-date Membership Roster, Association correspondence and a schedule of due dates for filing Association business. The Historian shall be the official custodian of the Associations documents, records and/or property and insure its integrity and safe keeping until the next annual membership election, at which time such documents, records and/or property will be officially transferred to the president-elect for re-distribution to the newly elected executive officers.

VI. Election of Officers

The Directors of this Association shall be elected by the general Membership at the Annual Meeting. The Directors shall represent:

Region I (Need to list areas/Parishes covered by each LPIA Region)

Region II

Region III

Region IV

VII. Membership Request for Association Information

Requests for information concerning Association business, records or policy shall be directed to the Regional Director of the requesting members home region. The member's request for information shall be answered with expediency, completeness and without bias by the Directors of the Association, who shall obtain approval of the Board of Directors before answering requests. All requests for Association information by non-members shall only be directed to and/or answered by the President or his designated representative.

VIII. Member Criminal Conviction

Any member of the Association convicted of a felony offense during the time of their membership shall, upon conviction, automatically have their membership terminated.

IX. Member Reimbursement

Members of the Association picked for special projects shall be repaid, when requested, to defray personally incurred and properly documented expenses. With the approval of the President, members shall be entitled to reasonable compensation for their time and effort for only those projects beyond the voluntary commitments defined in the Constitution and only when extra revenue is available beyond sound reserves.

X. LPIA Journal

An annual subscription for the LPIA Newsletter shall be \$30 to non-members and free to members, select Legislators, requesting members of the LBPIE and reciprocating investigative organizations.

XI. Advertising Revenue

The LPIA Newsletter shall try to solicit advertising revenue, through the office of Editor. The Publication will accept only non-competitive advertising of indisputable value to Active Members. Ads shall be limited to no larger than one-quarter page in size, with no advertising on the first or last pages, to prevent any displacement of the aesthetic character and professional content of the publication. Two one-quarter page ads may be grouped together at abutting pages to form a single half-page ad between the two pages.

XII. Association's Roster of Members

The Association's Roster of Members shall try to solicit advertising revenue, through the Publisher and Newsletter Editor. The publication will accept only advertising of indisputable value to Associate Members. There shall be no ads between individual members listed within a category. The Roster is the Association's Directory of Members and Sponsors and can only be obtained through membership or advertising in the Roster.

- A. Separate ledger entries will be designated for advertising revenue and expenses.
- B. There shall be no limits placed on revenue potential from advertising. The Roster shall be a privilege networking benefit of membership and not sold for profit.
- C. The Roster will be published to coincide with the Annual Meeting.

XIII. Disclaimer

The Association shall not be liable or responsible for any debt incurred by a functioning or prospective Director or Member working independently and without official sanction from the Board of Directors.

XIV. Notification of Events

The time and location of meetings and events of interest to the Association shall be published on the Association's official web site as soon as possible before the scheduled date. Special meetings called to meet the needs of the Association are at the call of the President, Vice-President or by any eight (8) Board members. Attendees shall absorb expenditures for meetings and seminars. Any member desiring to have an issue determined by special meeting and/or to be heard by the Board of Directors at a special meeting shall be placed on the official agenda of the special meeting. Notice to the membership may be acceptable by any other means accepted by the Board of Directors.

XV. Meeting Agendas

All meetings of the membership shall conform to the same basic agenda, prepared in advance by the person presiding at the meeting, drafted from requests made by the person(s) requesting agenda items, by a Committee Chairperson or the President. The agenda shall include Information, Discussion and Action items within the following categories:

- A. Call to order, at a prescribed time and place.
- B. Introduction of attending members, visitors or any guest Speaker.
- C. Reading, or approval, of past meeting(s) minutes.
- D. Reading, or approval, of Treasurer's Report.
- E. Committee Reports.
- F. Old or unfinished business.
- G. Remarks from attending members and visitors.
- H. New business
- I. Adjournment, at a prescribed time.

XVI. Guests' Attendance

An individual qualifying as a member, but who attends as a guest, for more than two consecutive meetings of the Association, shall be considered a member pro tem and shall be asked to pay annual dues and submit an application or be excused. This does not restrict attendance of special invited guests of the Board of Directors or any member's spouse.

XVII. Board Attendance

Failure of a member of the Board of Directors or a Committee to participate in two (2) consecutive meetings, except for reasonable emergencies, shall be grounds for removal from elected or appointed office. Non-attendance may be excused by notice to the President or Chairperson of the Board of Directors.

A. When a Director or Committee Chairperson will not be able to attend a meeting or event, they must have an alternate significantly briefed to substitute for the Chairperson, provide a Committee Report and answer questions.

B. Each Director and Committee Chair shall communicate a Simple summary to the President, describing their activities or progress on any related business of the Association, at least one-week before any Association meeting or event. Said report shall be used by the President to develop an agenda, monitor Association goals and objectives and input the Newsletter and/or web-site on current items of interest.

XXVIII. Financial Record Keeping

The Treasurer shall maintain all LPIA financial files in a Quick Books database, both current and historical, and maintain an appropriate bookkeeping system to ensure all deposits, accounts receivable and accounts payable are maintained in accordance with generally acceptable accounting principles.

XIX. Check Authorization

Two (2) signatures are required on all Association checks. The Treasurer cannot issue blank checks to any Director or member without the knowledge and unanimous consent of the Directors present. The Treasurer's Report shall list the disposition of any check(s) so issued. The Treasurer may list on the LPIA Yahoo Executive Group anticipated expenditures to notify the Board of Directors, and for their approval, monthly unusual expenses if these expenses are within the budget and expected then the Treasurer may so issue the checks under a single signature, as if the actual check bore the required dual signatures. If the expense is unusual the notice must be given to the Board of Directors for their approval.

XX. Special Expenditures

The Association shall not, generally, pay fees, nor repay speakers for expenses they incur as a result of speaking at any function, except as specifically approved by the Board of Directors. The Treasure of LPIA may pay membership dues in NCISS as a normal operating expense, without the Board of Directors confirmation.

XXI. Requisite Ledger Accounts

There shall be separate ledger accounts and journal entries for revenue received specifically from Membership dues, the LPIA Newsletter, the Annual Meeting, Regional Seminars, the Principal Office, Advertising, Operating and Capital Expenses and the Governmental Affairs' Special Projects (Lobbyist) .

A. The Directors shall obtain statistical trends and use this information to draft an Annual operating Budget for the Board of Directors.

B. Directors shall allocate revenue for Emergencies, Capital Expenses and determine the extent, if any, of taxable set-asides for the following year.

C. The Board of Directors shall exercise sound judgment in the use or spending of the Association's money, goods and resources; proceed fiscally conservatively in disbursing the Association's assets; and always maintain an audit trail.

XXII. Administrative Record Keeping

The Secretary shall maintain all LPIA administrative files in Word format, both current and historical, and maintain an appropriate records and retrieval system to ensure all business transactions, meetings, minutes, Executive Standing Orders, Journals, newsletters, and/or property records are maintained in a standard, reliable and readily retrievable system in accordance with generally acceptable business principles.

XXIII. Web Page and Membership Database Management

There shall be a Database manger, who shall be responsible for revising and maintaining the database containing all LPIA members, mail dues invoices to members, and provide membership lists. The website Coordinator shall also post in the “Members Only”, section within sixty (60) days, any business or any LPIA Internet votes that would alter, amend, suspend, or create changes to the Constitution or Bylaws. The web-site manager may be a non-member and/or an individual not licensed as a Private Investigator and may be retained as an independent contractor. Any independent contractor shall be approved by the Board of Directors. Reasons for removal from office and procedure shall be included as terms in the contract of employment. The database manager shall be under the direct supervision, direction and control of the President during his/her term in office.

XXIV. Superiority Clause

Any and all By-laws, Special Rules, Resolutions, Motions and other actions previously adopted, taken or understood by the Association, **in conflict with these By-laws**, are hereby superseded by these Bylaws.

XXV. Savings Clause

Should any provision of these By-laws be voided or become unenforceable, the remaining provisions shall be, and, remain in full force and effect.

AFFIRMATION

We, the members of LPIA, the Louisiana Private Investigators Association, Inc. have by unanimous vote have approved the adoption of these Bylaws for governing the growth and administration of this Association. This original By-law document was accepted (date).

These By-laws have been voted and approved by the membership at the annual conference in: