



**BYLAWS
AS AMENDED
Arizona Association of Licensed Private Investigators
An Arizona Nonprofit Corporation**

Purpose

The Arizona Association of Licensed Private Investigators was formed to preserve, protect and defend the private investigation industry from encroachment by legislative and regulatory forces; promote the highest standards of operation and practices; advance among members of the industry a spirit of cooperation; promote mutual trust, good will, and fellowship among private investigators; and stimulate a union between the industry and persons engaged in allied professions, those engaged in law enforcement, and the public.

**ARTICLE I
ORGANIZATION**

Section 1. Name

The name of the association shall be Arizona Association of Licensed Private Investigators (hereafter referred to as the "Association"). The acronym of the association name shall be "AALPI." AALPI is a nonprofit 501 (c)(6) corporation organized under the laws of the State of Arizona.

Section 2. Known Place of Business

The known place of business of the Association, as required by A.R.S. § 10-3501 is to be maintained within the State of Arizona, may, but need not be identical with the office of its statutory agent in the State of Arizona. The address of the known place of business may be changed from time to time by the Board of Directors and published on the Association website.

Section 3. Official Notification

a) The official form of notification to the membership for all Association related business shall be via the Association website or electronically

b) E-Mail shall be an alternative method of notification to members regarding any Association business. Members are charged with the responsibility of keeping the Association updated with current contact information. If a member has no access to e-mail, or requires any other special needs, that member shall notify the Association of their needs and the Association shall make any reasonable accommodations.

Section 4. Official Publication

a) The official publication of the Association shall be known as "The Chronicle" or such other title as approved by the Board of Directors.

b) The Association Editor, appointed by the President, shall be responsible for the preparation and distribution of the Associations Official Publication.

c) The Associations' Chronicle shall be prepared and distributed to all members and to such other individuals or entities that the Board of Directors designates via any media designated by the Board of Directors.

Section 5. Official Logo

The official logo of the Association shall consist of a circle with the words "ARIZONA ASSOCIATION of LICENSED PRIVATE INVESTIGATORS" written within the outer boundaries of the circle, forty-one pyramids based on the outside of the circle, side by side, arranged in a symmetrical pattern with the abbreviation "INC." at the bottom of the circle. Within the smaller circle under the words, "ARIZONA ASSOCIATION of LICENSED PRIVATE INVESTIGATORS" shall be an outline map of the State of Arizona with the figure of the symbol of justice bearing the scales in one hand; the words "JUSTICE TRUTH INTEGRITY" arranged horizontally within the outline map of the state; and resting on one of the inner circles will be the words, "DEDICATED TO PROFESSIONALISM."

Section 6. Official Seal of the Association

The corporate seal of the Association shall bear the name of the Association and the year and state of its incorporation. The corporate seal of the Association shall be maintained by, and held in the custody of, the Association Secretary.

Section 7. Fiscal Year

The fiscal year of the Association shall be from January 1 to December 31.

Section 8. Policies and Procedures Page

The Board of Directors is hereby empowered to establish operational policies and procedures to administer the business of the Association. The Policies and Procedures Page(s) may be added to or have items removed, from time to time, by a two-thirds (2/3rds) majority vote (either electronically or in-person) of the Board of Directors.

ARTICLE II OBJECTIVES

Section 1. Objectives of the Association

- a) Advocate professionalism, education, and ethical standards within the industry.
- b) Monitor and react to legislative events that may negatively impact the industry.
- c) Proactively pursues legislative and regulatory agendas, which will support and improve the industry, at every level of government.

ARTICLE III MEMBERSHIP

Section 1. Definitions

There shall be the following classes of membership in the Association.

- a) ***Voting Member***; open to all person(s) who meet the eligibility requirements set forth by the appropriate department of any state, federal, or foreign governmental entity, to conduct private investigations within their respective jurisdictions. Only Voting Members licensed in the State of Arizona shall be eligible to vote, be on the Board of Directors of the Association, or serve as an Officer of the Association.
- b) ***Associate Member***; open to all persons engaged in a profession or occupation related to private investigations, or who exhibit and express an interest in furthering the standards and objectives memorialized in the preamble or Article II of these bylaws.

Section 2. Application for Membership

- a) The Board of Directors shall prescribe the form of membership application.
- b) Membership applications shall be made available to prospective members via the Association website or upon request of the prospective member via direct mail or e-mail
- c) The Board of Directors shall post the administrative procedures to process the membership application on the Association website.
- d) Completed Membership applications are subject to review and recommendation by the Membership Committee.
- e) Applicants shall be voted upon by the Board of Directors via email.
- f) A simple majority of Board Members present and voting at that meeting shall be sufficient to approve an applicant for membership.
- g) Any false statements made on the application form shall be evidence of integrity issues and shall forever bar the applicant from membership.
- h) Notification of membership denial shall be sent to the applicant's address of record by Certified letter via the USPS.
- i) Members who wish to address the Board of Directors for the purpose of presenting information regarding an applicant shall notify the Board in writing of their desire to

appear, and the issues to be presented at least ten days prior to the date scheduled to consider the applicants membership. Members wishing to address the Board will have 10 minutes of time for that purpose.

Section 3. Member Rights and Privileges

- a) Each *Full Member* of the Association, licensed in Arizona, shall be equal with respect to voting rights and be allowed one (1) vote each on issues that require the vote of the general membership.
- b) Only Full Members licensed in the State of Arizona are eligible to be on the Board of Directors of the Association, or serve as an Officer of the Association.
- c) Each Full Member shall have the right to serve on any standing or special committee appointed by the President.
- d) A benefits section listing the benefits and added value(s) of membership shall be part of the policies and procedures page(s). These benefits of membership may be added to or removed from time to time by a two-thirds (2/3rds) majority vote of the Board of Directors.

Section 4. Permitted Use of Logo by Members

- a) The official logo of the Association shall be used for official Association business only. Members in good standing shall be permitted to use the official logo or Association name in business advertising, on business cards, stationery, and in websites that are directly related to the member's Private Investigation business.
- b) The Board of Directors may in their sole discretion and for good cause showing, prohibit any member from using the Association emblem or name including in those instances permitted above.

Section 5. Membership year

- a) Membership shall be based on the applicant's date of payment for the first year of their membership ("Anniversary Date").
- b) Membership dues are due and payable their Anniversary Date
- c) Membership privileges shall be suspended if the member's annual dues are not paid within 30 days of their Anniversary Date.
- d) Membership in the Association shall be terminated if the member fails to renew his or her membership within 60 days of their Anniversary Date.
- e) If a member's membership has been terminated pursuant to Section 6(d) the member shall be required to re-apply to the Association.

Section 6. Termination of Membership

- a) Membership in the Association is a privilege that may be terminated for cause by order of the Board of Directors.
- b) Termination of membership shall require a 2/3 majority vote of the Board of Directors voting at the Meeting in which the matter is to be considered.

c) Members being considered for termination shall have 30 days to request reconsideration by the Board of Directors. Requests for reconsideration shall be made in writing and outline the grounds for reconsideration. The Board of Directors may reconsider the member's termination based solely on the merits of the written request for reconsideration to the Board.

ARTICLE IV MEMBERSHIP DUES

Section 1. Dues Amount

- a) The Board of Directors shall consider and set the annual dues amount during the October meeting each year. New membership rates shall become effective upon renewal of memberships on January 1st of the successive year.
- b) New members approved during the year shall be required to pay their membership fee for the year. Membership dues are paid and renewed on their membership Anniversary Date.

Section 2. Dues Paid to Treasurer

- a) Annual dues are to be made payable to the Association and delivered to the Treasurer and deposited into the Associations general operating bank account.

ARTICLE V OFFICERS DUTIES AND RESPONSIBILITIES

Section 1. Officers identified

- a) Elected officers of the Association shall also serve as the members of the Board of Directors and consist of:
 - 1) President
 - 2) Vice-President
 - 3) Secretary
 - 4) Treasurer
 - 5) Sergeant-at-Arms
 - 6) Member-at-Large
 - 7) Immediate Past President
- b) The names of elected officers of the Association shall be listed on the annual report to the Arizona Corporation Commission and on the Association website and stationery.
- c) All Officers of the Association shall serve without compensation, but may be reimbursed, with advance approval by the President for actual authorized expenses incurred on behalf of the Association.

Section 2. President

- a) The President shall be the chief executive and chief administrative officer of the Association.
- b) The President shall:
 - 1) Exercise general supervision over the business affairs, interests, and welfare of the Association.
 - 2) Shall appoint all standing committee chairmen and such special committees as deemed necessary.
 - 3) Be an ex officio member of all committees.
 - 4) Preside over all meetings of the Association and of the Board of Directors.
 - 5) Present a "State of the Association" report to the membership at the annual meeting of the Association.
- c) The President or their designee shall be responsible for any and all corporate filings of the Association required by the State of Arizona.

Section 3. Vice-President

- a) The Vice-President shall assist the President in the exercise of the duties of that office.
- b) The Vice-President shall in the absence of the President preside over all meetings of the Association and the Board of Directors and shall perform any and all duties specifically delegated by the President.

Section 4. Secretary

The Secretary or their designee shall:

- 1) Keep an accurate account of the minutes of all meetings of the Association. Minutes shall be sent out to the Board of Directors and Officers of the Association within two weeks of the adjournment of each meeting.
- 2) Receive and answer all communications addressed to that office or that may be submitted to that office for this purpose by officers of the Association.
- 3) Be responsible for the custody and maintenance of all Association records; and
- 4) Perform such other duties as may be required by the Board of Directors.

Section 5. Treasurer

The Treasurer, or their designee who shall be approved by the Board of Directors, shall:

- 1) Keep a complete and accurate record of all funds received and shall issue receipts when required.
- 2) Deposit all funds received in an insured depository as designated by the Board of Directors in the name of the Association.

- 3) May cause an audit to be conducted thirty days prior to the end of the calendar year by a committee appointed by the President for such purpose.
 - 4) Report all funds received and distributed at each regular Board of Director meeting of the association; and
 - 5) Deliver all money, books, papers, records and other association property to a successor, within thirty days.
 - 6) The Treasurer shall perform such other duties as required by the Board of Directors.
- c) The Treasurer shall be bonded at Association expense, in a sum not less than five thousand dollars (\$5,000.00) unless a majority vote of the Board of Directors waives such requirement.
- d) The Board of Directors may at any time order an audit of the Association financial records.

Section 6. Sergeant at Arms

The Sergeant at Arms shall:

- 1) Assist the President as directed in keeping order at all meetings.
- 2) Receive and maintain ballots cast in elections requiring such maintenance in accordance with these Bylaws and authenticate the tally.
- 3) Provide for the presence of the American flag and ensure its proper display at all Association meetings.

Section 7. Member at Large

- a) Members-at-Large shall have no designated recurring responsibilities, however, is encouraged to assist other officers in the discharge of their duties.
- b) Member's at Large shall serve without compensation.

Section 8. Past President to Serve as Ex-officio Board Member

- a) The immediate Past President shall have the right to serve on the Board as a voting member during the Presidency of the Active President.

ARTICLE VI ELECTIONS

Section 1. Term Limits

No Officer shall hold the same elected office for more than two (2) consecutive terms. Officers appointed to a position shall serve until the next Annual Election. Officers appointed to such positions shall not have time served in that position count as any part of a term limits calculation.

Section 2. Elections: when and where held

Officers and Directors shall be elected by the plurality of votes cast by the membership present at the Annual Meeting of the Membership including all valid absentee ballots and shall take office at the end of the Annual Meeting.

Section 3. Term of Office

Officers shall be elected for a term of two (2) years. The President, Sergeant at Arms, and Secretary shall be elected to a term of office commencing at Annual Meeting of even numbered years while Vice President, Treasurer, and Member at Large shall be elected to a term of office commencing at Annual Meeting of odd numbered years.

Section 4. Official Ballot Recognized

- a) For the purpose of the election of Officers and Directors, voting in person or by official absentee ballot shall be the only recognized voting instruments.
- b) An absentee ballot may be requested as necessary from the Secretary and the sealed ballot must be in the hands of the Sergeant at Arms prior to the opening of the ballots at the Annual Membership Meeting of the Association.
- c) Requests for absentee ballots shall be made available to members via the website no later than 45 days prior to the election date.

ARTICLE VII BOARD OF DIRECTORS

Section 1. Board of Directors Composition

The Board of Directors shall be composed of all of the officers of the Association.

Section 2. Board of Directors Meeting Protocol

All meetings of the Association shall follow guidelines set forth in Robert's Rules of Order.

Section 3. Authority of the Board of Directors

- a) The Board of Directors shall be recognized as the sole governing body of the association, subject to the provisions of these Bylaws.
- b) The Board of Directors shall act in an executive capacity and vote on any relevant issues and matters which require action at any annual, regular or special meeting of the Association.
- c) The Board shall establish policy governing the conduct of its own affairs and shall alter its procedures in its sole discretion, providing such procedures are not inconsistent with these Bylaws.
- d) A majority vote of the Directors present and voting shall be binding on the Association.
- e) Board Members shall have one vote each.

Section 4. Removal from Office

- a) The Board of Directors may declare the office of any Director vacant who fails to attend two consecutive meetings of the Board without prior approval of the President.
- b) The Board may remove from office, any officer or Board member who fails to perform his or her duties as outlined in ARTICLE V OFFICERS DUTIES AND RESPONSIBILITIES.
- c) The Board may remove from office any Director upon a finding that he or she has engaged in conduct detrimental to the good name, reputation, business interests, or administration of the Association.
- d) No Director is authorized to incur any debt or obligation on behalf of the Association unless the Board has previously approved such debt or obligation. Such an infraction shall be cause for removal.
- e) No Director shall use Association funds for personal use. This is to include the use of any Association checking accounts, credit cards, or debit cards. Any Director found taking such actions shall be called upon to resign from office, replace such funds and may face criminal charges.
- f) The removal of any Director or Officer from office shall require a 2/3 vote of the remaining Board members at a meeting called for such an action.

Section 5. Resignations

- a) A Director or Officer may resign at any time by delivering written notice to the President or the Secretary. Such resignation takes effect when the notice is delivered, unless the notice specifies a later effective date.
- b) If the President resigns, the Vice President shall fill the vacancy until the next Annual election.

Section 6. Vacancies

If a vacancy in the Board of Directors exists, the President shall, with the advice and consent of the Board of Directors, appoint a member to fill the vacancy until the next regular election. The appointed Officer shall enjoy the same authority and responsibility of the duly elected Officer.

Section 7. Board of Directors Meetings

- a) Regular Board of Director meetings shall be held on the second Saturday of the month or as decided by majority vote of the Directors at regular meetings. The Date and location of such meetings will also be decided by a majority vote of the Board.
- b) Special meetings of the Directors may be called by the President, or by one third of the directors. The President or the Secretary shall send either written or electronic notification to all directors at least five (5) days before any special meeting. In addition to time, date, and location, the general nature of such special meetings shall be specified.

c) Both special and regular meetings may be held by means of teleconference, videoconference or similar communications equipment by means of which all persons participating in the meeting can hear and respond to each other. Their participation in such a meeting shall constitute their presence in person.

Section 8. Attendance at Meetings

a) Active participation at regularly scheduled and special meetings of the Board of Directors is compulsory for all Officers and Directors unless excused with prior approval by the President.

b) Active participation shall mean; Personal attendance, teleconference, videoconference, or other methods of communication approved by the Board of Directors and remain actively involved for a majority of the meeting.

c) An Officer or Director who incurs two successive unexcused absences shall be automatically terminated from office.

Section 9. Quorum

The presence in person, by telephone, or by written proxy of a majority of the Directors shall constitute a quorum for the transaction of business. In emergency circumstances (as determined by the President) action may be taken pursuant to a telephone poll of the Directors, provided that any such action is ratified at a special meeting called for as soon thereafter as is feasible.

Section 10. Action Without a Meeting

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board of Directors, individually or collectively, consent in writing; and shall have the same force and effect as a unanimous vote of the Board of Directors. Such written consent shall be filed with the minutes of the proceedings of the Board of Directors.

ARTICLE VIII LIABILITY AND INDEMNIFICATION

Section 1. Limitation of Liability

The Board of Directors, Officers and Committee Members of the Association shall be immune from personal liability with respect to all acts performed and actions taken in good faith within the scope of their authority. The private property of the Board of Directors, Officers and Committee Members of the Association shall be exempt from debts and other liabilities of the Association.

Section 2. Conflict of Interest

The Board of Directors shall adopt a policy regarding transactions between the Association and interested persons, including but not limited to the sale, lease or

exchange of property to or from interested persons and the Association, the lending or borrowing or monies to or from interested persons by the Association, or payment of compensation by the Association for services provided by interested persons. For the purposes of this Article, "interested person" means any director, officer, or member of a committee with board delegated powers, or any person in a position to exercise substantial influence over the affairs of the Association, who has a direct or indirect financial interest in the transaction under consideration.

Section 3. Indemnification

The Association shall indemnify any and all of its existing and former Board of Directors, Officers and Committee Members to the fullest extent permitted by Chapter 31, Article 5, Section 10-3851 of the Arizona Nonprofit Corporation Act. If the Arizona Nonprofit Corporation Act is amended to authorize broadening the Association's ability to indemnify its existing and former Board of Directors, Officers and Committee Members of the Association shall indemnify the Board of Directors, Officers and Committee Members to the fullest extent permitted by the Arizona Nonprofit Corporation Act as amended.

ARTICLE IX COMMITTEES, APPOINTMENTS AND DUTIES

Section 1. Authority of President

- a) The President shall appoint a Chairman for each standing committee, to serve the Association for the term of his or her office.
 - 1) Each Chairman shall have the authority to appoint a Vice Chairman and committee members if needed.
- b) The President shall have the authority to appoint an ad-hoc committee and Chairperson as necessary.

Section 2. Appointments

- a) Standing committee appointments shall be published at the earliest possible time on the web site.

Section 3. Standing Committees

- a) The Association recognizes the following standing committees:
 - 1) Legislative
 - 2) Membership
 - 3) Media

Section 4. Duties of Standing Committees

a) Legislative Committee

The Legislative Committee shall study, draft, and prepare bills, ordinances and resolutions representing the Association's position on issues for Local, State and Federal legislative and or regulatory governmental agencies charged with the administration of matters of interest to the Association. Further, the Legislative Committee shall be responsible for informing Association members and or other committees of proposed industry regulations or legislative matters of interest.

b) Membership Committee

The Membership Committee shall have charge of all matters pertaining to the procurement of new members and shall thoroughly investigate all applicants for membership who have not been vetted by The Arizona Department of Public Safety and further, recommend to the Board of Directors approval or denial of Membership for just cause.

c) Media Committee

The Media Committee shall be responsible for the content of the Association website and The Chronicle.

ARTICLE X EMPLOYEES

Section 1. Employees

The Board of Directors may from time to time employ temporary employees as may be required to accomplish the necessary needs of the Association. All such employees shall serve at the pleasure of the Board and may be terminated at any time, with or without cause.

ARTICLE XI MEETINGS

Section 1. Definition

Meetings are defined as any gathering of Association members for the purpose of transacting Association business via any of the following methods; Personally attended at a designated physical location, internet communication, conference call, or any combination of these options.

Section 2. Meeting Protocol

All meetings of the Association shall follow the guidelines set forth in Robert's Rules of Order.

Section 3. Date, Time, and Location

The Board of Directors shall establish the date, time, and location of all Board of Directors, Annual Membership, and Special Meetings.

Section 4. Designated Chair

The President of the Association shall preside over all meetings of the association and of the Board. In the President's absence, the presiding officer shall be the Vice-President, Secretary, Treasurer and Sergeant at Arms, in that order.

Section 5. Annual Membership Meeting

An annual membership meeting of the Association shall be held each year during the month of January at a place designated by the President. The meeting will be held for the purpose of electing and installing officers and directors for the ensuing year.

Section 6. Special Meetings

- a) Special Meetings of the Association may be called by the President to transact any business of the Association deemed appropriate, providing timely notification (at least 15 days) is provided to all members in good standing, stating the time, location and purpose of the meeting.
- b) Any four (4) officers of the Association may call a special meeting of the Association to transact business of the Association deemed appropriate, providing, timely notification (at least 7 days) is provided to all members in good standing stating the time, location and purpose of the meeting.

Section 7. Board of Directors Meetings

- a) Regular Board of Directors meetings shall be held on the second Saturday of the month or on such date, times, and place as decided by majority vote of the Directors at regular meeting.
- b) All classes of membership may attend the Board of Directors' meetings, and will be limited to observation only, unless invited by the presiding officer to participate.
- c) Non-members may not attend Board of Directors' meetings, unless invited by the Presiding Officer.
- d) Both Board of Directors and Special meetings may be held by means of teleconference, videoconference or similar communications equipment by means of which all persons participating in the meeting can hear and respond to each other. Their participation in such a meeting is to constitute their presence in person.

