

PIAI BYLAWS

THE PRIVATE INVESTIGATORS ASSOCIATION OF IDAHO

The Private Investigators Association of Idaho (PIAI or Association) is registered with the State of Idaho, document number D121646. The Association was created on May 8, 2008, and was filed by Daniel J. Landis, President. The Association address at the time of filing was PO Box 1933, Eagle, ID 83616. The current Association address is PO Box 814, Kuna, ID 83634.

There is no other active association for private investigators in the State of Idaho. The State of Idaho has no licensing requirements for private investigators, though some municipalities do require licensing. We are here to aid in the professionalism and knowledge of the industry. All who join are declaring themselves to be part of Idaho's private investigative industry and uphold its reputation of honesty and integrity to all.

Article I. Name

The name of this Association is The Private Investigators Association of Idaho.

Article II. Mission and Vision

The mission of the Association is to bring all private investigators together, primarily those who are practicing in the State of Idaho. The Association is dedicated to improving the professionalism of the industry, promoting a positive image of the private investigation profession to society, and attempting to resolve issues of concern. It shall also be a source of educational training for the professional enhancement of its members. It shall have an annual meeting and shall attempt to make that experience as accessible to the widest possible audience. The Association may initiate, present, or participate in activities and functions in support of its mission, including promoting the advantages of utilizing private investigative services to the legal community and the general public.

It is the goal of this organization to allow membership to the greatest number of Idaho Private Investigators to ensure that the Association has the strongest voice for the profession in the State of Idaho.

Article III. Membership

Board of Directors: President, Vice President, Treasurer, Secretary, Chair.

All members will possess a valid PIAI identification card. This card is to act as credentials and valid membership with the state's private investigators association. The ID card must be surrendered upon termination of membership.

Section 1

The Association shall have the following categories of membership: Active, Associate, Affiliate, Honorary, and Student/Retired. The Board of Directors may upon a majority vote establish additional membership categories and the criteria for same.

Charter Member

At the inception of this Association, a limited number of charter memberships were made available at a special fee, which granted the privilege of using the designation “Charter Member.” Each Charter Member met all of the requirements of an Active Member. Charter memberships are no longer available. No dues or assessments shall apply to this membership category. Currently, there are three (3) Charter Members.¹

Active Member

Individuals and business entities currently operating an investigation agency within the State of Idaho shall be eligible to become an Active Member of the Association.

Associate Member

Individuals and business entities and other state associations holding similar licenses from other states, jurisdictions, or countries including individuals in any recognized form of private investigation or related industry shall be eligible to become an Associate Member of the Association.

Affiliate Member

Individuals, suppliers, or business entities in allied fields or support services shall be eligible to become an Affiliate Member of the Association.

Honorary Member

An Honorary Membership may be granted by the Board of Directors by majority vote. Honorary Membership carries no privileges of membership except as may be granted by the Board of Directors. No dues or assessments shall apply to this membership category. An Honorary Membership may be revoked by a majority vote of the Board of Directors.

Student Member

The Board of Directors recognizes and applauds those persons who are currently enrolled in or otherwise attending or participating in recognized educational facilities, training facilities, course instruction (onsite or online), to enhance their education to potentially become a member of this profession. Student Members shall have such rights and privileges as may be granted by the Board of Directors. To be eligible for this membership category the student must be sponsored by an existing member in good standing and pay the appropriate dues.

¹ Daniel Landis, Ben Pearson, James Quintana

Section 2

New applicants may be asked to complete a membership application which shall be processed by the Membership Committee. Applicants' names may be posted or published to the existing membership for comments. The Membership Committee shall review all applications and consider licensure history, criminal history, reputation, character, and professional conduct. The findings, comments, and recommendations of the Membership Committee shall be presented to the Board of Directors for acceptance or rejection of the application, which shall be decided by a majority vote. All background fees are non-refundable.

Section 3

No person who is otherwise qualified for membership may be turned down for reasons of financial hardship, upon proof thereof, to the satisfaction of the President or Vice President. All such personal discussions between the member and the President or Vice President regarding personal finances and hardship shall be kept in strict confidence.

Section 4

Each member of the Association agrees to be bound by the Association's Code of Ethics as may be adopted or amended by the Board of Directors, the Bylaws, any amendments or modifications thereto, and by the lawful actions of the Board of Directors or voting members of the Association.

Section 5

No member of the Association shall be personally liable for the debts or obligations of the Association, nor shall any member have the authority to enter into any contracts or agreements on behalf of the Association without the advance prior authority of the Board of Directors, except as otherwise provided herein.

Section 6

Membership in good standing is defined as being current in all financial obligations to this Association and not currently under discipline by the Board of Directors.

Article IV. Meetings and Voting

Section 1

Active Members shall be entitled to attend the Association's annual meeting, any regular or special meeting, and any regularly-scheduled event; and may exercise other privileges as may be granted by the Board of Directors.

Associate Members may attend the Association's annual meeting, any regularly-scheduled event, and may exercise other privileges as may be granted by the Board of Directors.

All other members shall be entitled to attend the Association's annual meeting and may exercise other privileges as may be granted by the Board of Directors.

Amendments or Changes to the Bylaws, Code of Conduct, Mission, Organizational Structure, or Governing Policies must be provided in writing (Ballot) to the Board of Directors by a Member. Any transaction involving the above-noted changes, the use or source of Association assets, or human resource allocation must be brought to the Board for a discussion and vote in a face-to-face meeting in person and/or via video conference using the following Voting Procedures.

Voting Procedures: The President is the Presiding Officer for matters requiring a vote. The President may designate another Board member as Presiding Officer. The Ballot may be passed with a majority vote of fifty-one percent (51%) by the Board using the following procedure: A member states a motion, "I move that..." The statement should be specific, clear, and concise as to leave no uncertainty as to the meaning of the motion. An eligible voter seconds the motion by stating, "Seconded." This does not mean the voter seconding the motion agrees with the motion, but rather agrees that the motion should be discussed. If the motion is not seconded it is lost. Once seconded, the Presiding Officer repeats the motion and calls for any discussion. At the cessation of the discussion, the Presiding Officer moves to "close the debate." If all are in agreement, the motion to close the debate is seconded by an eligible voter. A vote is then taken on the motion and the Presiding Officer determines which way the majority voted. Votes may be taken by raising hands, roll call, ballot, or stating "aye," "no," or "abstain.". The President has the right to Veto any passed Ballot with full disclosure of Cause to the Board. Following the discussion of Cause, the Ballot may go back to the Board for a final vote. The Ballot must then pass with a majority vote of seventy percent (70%) by the Board. Any discussion/vote regarding human resource allocation will be conducted in an Executive Board session.

Section 2

The date, time, and location of the annual meeting of the membership of the Association shall be determined by the Board of Directors.

Section 3

Notice of the date, time, and place of the annual meeting shall be published to the membership not less than four (4) weeks prior thereto.

Section 4

All meetings of the Association will be within the State of Idaho.

Section 5

All meetings will be set up to discuss the future and function of our industry.

Section 6

The annual meeting of the Association shall be open to all categories of membership.

Section 7

Meetings including voting of the Board of Directors, the Executive Committee, or any other committee must be conducted in-person or via video conference.

The annual meeting shall be conducted in person. The Board of Directors may utilize available technologies to allow remote attendance for members unable to attend otherwise.

Section 8

The Association shall hold at least one Board of Directors meeting per calendar year.

Article V. Board of Directors

Section 1

The term of office of President or Vice President shall be four (4) years with the option to run again. A Member must be a Board Member and serve a minimum of one full term in office to be eligible to run for President. The President will be chosen by a majority vote of Active Members. The Secretary, Treasurer, and Directors shall serve until their successors have been duly elected and for a period of three (3) years with the option to run again. All Officers and Directors except for President will be chosen by a majority vote of the Board and must be a member in good standing. Any elected Officer or Director who no longer meets membership requirements, or whose membership has been revoked or suspended by the Board of Directors, or whose Idaho business has been dissolved or suspended, or who has been convicted of a felony or crime of moral turpitude, wheresoever situated, shall be deemed to have resigned the position.

Section 2

The Board of Directors by majority vote may from time to time honor any person with Honorary Membership who has had significant long-term involvement with the Association for its benefit or the benefit of the industry.

Section 3

Members of the Board of Directors are expected to attend regular and special board meetings and actively participate in at least one operating committee or hold office. Any member of the Board of Directors, who without having been previously excused by the President or the Vice President, misses three (3) meetings of the Board of Directors during the fiscal year shall be automatically dismissed from their position on the Board of Directors.

Section 4

Any vacancy occurring on the Board of Directors, including any vacancy created by an increase in the number of Directors, resignation, or incapacity may be filled by an affirmative vote of a majority of the remaining Directors. A Director so chosen to fill a vacancy shall hold office only until the next election of Directors at the annual meeting. A member of the Board of Directors may request the President or the Vice President to allow a temporary leave of absence due to personal or medical reasons, and if granted, all obligations shall cease until their return. In that event, the time period requested for absence must

be reasonable under the situation presented so as not to adversely affect the continuing operation of the Association.

Section 5

All corporate powers shall be exercised by and under the authority of the Executive Committee. The fiscal year of the Association shall be from January 1st through December 31st.

Section 6

There shall be a minimum of one meeting of the Board of Directors per calendar quarter, the date and location of which is to be determined by the Executive Committee. Other meetings may be called at the discretion of the President, the Vice President, or by the written request of three (3) members of the Board of Directors in good standing.

Section 7

Board Members shall serve as such without compensation; however, with Board of Director approval and proper documentation, Board Members may be reimbursed for actual out-of-pocket expenses for expenditures made on behalf of the Association, providing there are funds available. All receipts must be provided.

Section 8

The Board of Directors shall establish the amount that each member category shall contribute to the Association as dues for each fiscal year. The Board shall also have the right to determine that there are no dues, based upon concurrence of availability of other sources of revenue such as fundraising, donations, payment for certificates, training, or other Association material or logo-bearing products. Participation in events by any member who is financially incapable of contributing may be waived, or the financial requirement may be waived, at the discretion of the President or the Vice President. Any such personal discussions between the member and the President or the Vice President regarding personal finances and hardship shall be kept in strict confidence.

Section 9

All Directors and members shall advise the Vice President of any fundraising activities for approval prior to the commencement of the activity.

Section 10

The Board is empowered to establish and authorize the use of designations after a member's name by creating criteria for same. Qualifications may be based upon the length of experience, areas of specialties and practice, years of involvement in associations, examination, attendance at specific events, seminars, and so forth, and may include Associate Members.

Section 11

The Board encourages members in good standing to utilize the official PIAI logo for advertising on both printed and electronic media. Members are also encouraged to indicate they are members of PIAI in email signatures and other correspondence. Members should keep in mind that the Association seeks a positive image with the public, government, other members, other Associations, and clients. All communications and conduct including the use of the PIAI email newsgroup and social media accounts should be professional and courteous. Disciplinary action ranging from censure to revocation of membership for misuse or inappropriate use of the newsgroup or social media accounts shall be at the discretion of the Board of Directors under the Disciplinary Policy set forth herein. However, the President or the Vice President shall be authorized to immediately suspend the offending member(s) from the use of the newsgroup or social media accounts until the Board of Directors makes a final determination of the permanent disciplinary action to be taken.

Section 12

In the event of non-renewal, suspension, or revocation of membership, the use of the PIAI logo or any association with the name PIAI or The Private Investigators Association of Idaho must cease immediately.

Section 13

Membership plaques, certificates, and identification cards are the property of the Association and must be returned to the Association if requested by a majority vote of the Board of Directors.

Article VI. Executive Committee/Officers

Section 1

The Executive Committee of the Association shall consist of the President, Vice President, Secretary, Sargeant-At-Arms and Treasurer. No member of the Executive Committee, Board of Directors, or Committee Members shall be permitted to concurrently be a Committee Member, Board Member, Director, Executive Officer, or any other position that involves the management, operations, or promotion of another association that encompasses private investigations. This shall not apply to an association whose purpose is to support private investigators in one state and that state is not Idaho, or an official state entity, as determined by the Board of Directors.

Section 2

The duties of the President are to preside at the annual meeting, and perform such other duties appropriate to the office. The President may preside at all meetings of the Executive Committee, Board of Directors, and the membership; enter into contracts duly authorized by the Board of Directors; appoint the Chairperson or Co-Chairpersons of all standing and special committees; attend any Association or Committee meeting; and except for the Nominating Committee act as an ex-officio voting member of any Committee.

Section 3

The Vice President shall carry out the duties of the President if the latter is not able to do so, shall chair the Fundraising Committee and provide fundraising status reports no less than at each Executive Committee or Board of Directors' meeting. The Vice President shall preside in the absence of the President, or when the President is on leave of absence for no more than one (1) calendar year. The Vice President may preside at all meetings of the Executive Committee, Board of Directors, and the membership; enter into contracts duly authorized by the Board of Directors; appoint the Chairperson or Co-Chairpersons of all standing and special committees; attend any Association or Committee meeting; and except for the Nominating Committee act as an ex-officio voting member of any Committee.

Section 4

The Treasurer is responsible for accounting for all financial receipts and disbursements and shall present a financial report at each regularly scheduled Board of Directors meeting, any other time as directed by the Board of Directors, at the Treasurer's initiative, or when asked by the President. There will be no bank account or need for a Treasurer until the Association attendance meets requirements set forth by the President and Vice President. Only Board Members will have access to PIAI business financial accounts. All checks must be signed by either the President or the Vice President.

Section 5

The Secretary shall keep the minutes of all Board, Executive Committee, and Membership meetings and shall be responsible for distributing such minutes electronically or in writing to all members of the Board at least one (1) week prior to the next regular meeting of the Board of Directors. The Secretary shall maintain a permanent record of the final wording of all motions, including amendments, passed by the Membership, the Board of Directors, and the Executive Committee. The Secretary shall be responsible for maintaining all of the various records of the Association ensuring they are properly maintained by the corporate office and reasonably available when needed or when requested by the Board of Directors or the President. The Secretary shall also be responsible for the distribution and delivery of information and documents when so required by these Bylaws or when so instructed by the President or by the Board of Directors.

Section 6

The immediate former President shall be a voting member of the Board, have the right to attend any meeting, shall be considered an advisor, and shall have no specific duties unless authorized by the Board. All former Presidents will be lifelong members.

Section 7

The Sergeant-At-Arms sets up the venue before the meeting starts and checks that everything is in order before other Board members arrive including organizing equipment and setting up refreshments. If new members are attending their first meeting, the Sergeant greets them and briefs them on protocol and procedures, and welcomes any guests. The sergeant administers sign-in documentation, ensures that the meeting starts on time, and checks that only authorized members are present. During virtual meetings, the Sergeant addresses any potential technical issues. During meetings, the Sergeant-At-Arms keeps order and curtails disruptions. The role may involve some administrative tasks such as

collecting ballots, tallying votes, and recording attendance. In addition to Sergeant-At-Arms duties, this director also has to meet his or her responsibilities to the general Board and Committee roles during meetings. The Sergeant-At-Arms typically oversees the cleanup process after meetings, either alone or with the help of other Board members including packing up equipment and materials and restoring the room or hall to its original state after the meeting. The Sergeant is responsible for the safe storage of any equipment, supplies, and property owned by the organization, inventorying them after each meeting, and reordering supplies when needed.

Article VII. Standing and Special Committees

The President or the Vice President shall appoint Chairpersons of all Standing and Special Committees necessary to conduct the business of the Association and shall report those names to the Board of Directors and Membership no later than at its next meeting. Chairpersons that are not already Executive Committee members are General Board members for the duration of their term and have one Committee vote. Chairpersons shall be responsible for appointing their Committee members with the President's or Vice President's approval and are to notify the Board of Directors of those persons selected within twenty (20) days after appointment, except for the Nominating Committee. Committee members who are not officers or Chairs do not have a Board vote. The President or the Vice President may appoint Co-Chairpersons, and in that event, the Co-Chairs shall each have one Committee vote. The Executive Committee shall have the right to determine which Standing Committee shall be activated for that fiscal year.

The Standing Committees may include but are not limited to the following:

- Finance
- Fundraising
- Social Events
- Grievance/Ethics
- Education
- Communications/Website
- Newsletter
- Nominating
- Membership

All Chairpersons and Co-Chairs of Committees must be "Active" category members except as otherwise provided herein. All such committees of the Association, as well as all other committees established from time to time by the President, the Vice President, or by a majority vote of the Board of Directors, shall function subject to and under the direction of the Board of Directors.

Article VIII. Nominating Committee

The Nominating Committee shall consist of the Executive Committee.

Article IX. Bylaw Amendments

The Bylaws may be amended at any regular meeting or special meeting of the Board of Directors by a majority vote of the Board of Directors provided the amendments(s) have been submitted in writing to the Board of Directors and emailed to the PIAI general membership no less than two (2) weeks prior to the meeting at which the amendments will be voted. The exception is any new changes resulting from a discussion of the submitted, proposed amendments that do not alter administrative procedures and are approved by a majority vote of the Board of Directors may be implemented. Executive Committee changes to grammar and formatting of any Association document do not require pre-submission to the membership or a vote by the Board of Directors. Copies of the current Bylaws and copies of any proposed changes shall be available for examination at the Association's place of business. The President and the Vice President must sign the amended Bylaws for the amendment(s) to become valid.

All member-proposed changes to the Bylaws shall be submitted to the President or the Vice President for review, evaluation, modification, or rejection and thereafter submitted with its recommendation to the Board of Directors. Any changes suggested by the Board of directors shall be resubmitted to the Bylaws Committee for input, evaluation, modification, or rejection and then resubmitted to the Board of Directors. Bylaw changes shall take effect immediately upon approval of a majority vote by the Board of Directors.

Article X. Disciplinary Procedures

Section 1

The decision of the Board of Directors shall be final.

Section 2

The Board of Directors or Executive Committee may suspend or revoke any of the following: membership, Board, or Committee position for adequate reason by a majority vote. Grounds constituting "cause" are determined by the Board of Directors in its sole discretion. In the event that any actions or complaints are filed against a member, wheresoever situated, the Board of Directors shall determine whether the member is in good standing, based upon the facts and circumstances presented. Should the actions or complaints be dismissed, with a determination of no culpability, the member shall be immediately reinstated. A member declared not in good standing for cause, by a finding of culpability, is permitted to utilize the procedures set forth in this Article for reinstatement.

Section 3

A person whose membership in the Association has been suspended or judged not in good standing may request readmission and return to a status of good standing in the Association. If membership has been revoked a new application is required.

- A) The Board of directors may on a case-by-case basis determine the period of time which must elapse after the application of disciplinary action before a request for readmission to membership may be filed. In no event shall that be less than thirty (30) days. An individual whose membership in the Association has been revoked must submit a new application for membership

Revised September 23, 2021

Revised February 20, 2023

to the Association to the Membership Committee for its consideration. When considering such an application the Committee shall give weight to the former member's compliance with the terms and conditions of any assessed former disciplinary action, whether or not the individual currently meets the requirements for membership in a membership category and whether or not readmission of the individual is in the best interest of the Association.

B) The decision of the Board of Directors shall be final.

Section 4

A member may be disciplined based upon the good faith determination of the Board of Directors that the member has violated these Bylaws, the Code of Ethics of this Association, or has engaged in conduct materially and seriously prejudicial to the purposes and best interests of the Association or its members. Such discipline may include but shall not be limited to a reprimand, censure, suspension or removal from any office or committee, or revocation of membership in the Association. Should the Board of Directors determine that grounds exist for the discipline of a member, the following procedures shall be followed:

- A) The Member shall be given no less than two (2) weeks' notice of the date, time, place, and reason(s) for the meeting of the Board of Directors and invited to attend said meeting, at which time the recommendation for disciplinary action will be presented after all matters have been heard, considered, and reviewed. Notice may be given by United States Certified Mail, any courier service who can supply proof of delivery, a process server, by a national delivery company addressed to the Member's last known address as shown in the Association's records, by personal delivery, or by email.
- B) The Member shall be allowed to be heard by the Board of Directors by one or more of the following methods: orally, in writing, or by a representative to challenge the reasons for the proposed disciplinary action.
- C) After all matters relevant to the proposed disciplinary action have been heard, considered, and reviewed by the Board of Directors, the Board of Directors shall be called into Executive Session to determine whether the Member should be disciplined and, if so, the extent of the disciplinary action. The votes on these questions shall require a two-thirds majority.
- D) No Member of the Board of Directors against whom disciplinary action is being considered is eligible to participate in or attend the Executive Session of the Board of Directors at which the final determination shall be made.
- E) Let it be known that no member of the Private Investigators Association of Idaho will ever for any reason whatsoever publicly bad mouth, demean, or degrade another member's character. Such action is cause for dismissal from the Association.
- F) Our Association is committed to supporting our industry by promoting unity in our field of work.

Article XI. Profits and Distribution of Assets upon Dissolution

No individual, trust, or business entity shall ever receive any dividends or profits from the undertakings of the Association, and all profits derived, if any, shall be maintained by the Association and be used solely and exclusively for the advancement of the Association and its goals. Upon dissolution of this organization, all of the Association's assets remaining after payment of all costs, debts, and expenses of such dissolution shall be distributed to organizations which have qualified for exemption under the Federal

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Internal Revenue Codes, presently §501(c)(3) or §501(c)(6), or to the Federal Government or a State or Local Government for a like public purpose, as determined by the Board of Directors. None of the assets shall be distributed to any member, officer, employee, committee member, or trustee of the Association. The current President has funded out of pocket all expenses related thus far to all items, merchandise, events, conferences, websites, and other miscellaneous charges related to the Association. The current President does not wish to recover those expenses (which are documented) unless the Association becomes large enough to establish a bank account and all Members of the Board agree to this term.

THESE BYLAWS, AS AMENDED, WERE DULY APPROVED BY THE BOARD OF DIRECTORS OF THE PRIVATE INVESTIGATORS ASSOCIATION OF IDAHO ON FEBRUARY 20, 2023, AT A BOARD MEETING HELD VIA VIDEO CONFERENCE WITH ATTENDEES IN SUN VALLEY, BOISE, AND KUNA IDAHO, AND ARE EFFECTIVE IMMEDIATELY.

A SIGNED ORIGINAL OF THIS DOCUMENT IS MAINTAINED IN THE ASSOCIATION'S ADMINISTRATIVE OFFICE AND BY THE SECRETARY.

Benjamin M. Pearson

(Signature President)

Benjamin M Pearson

(Printed Name President)

2-20-23

(Date)

Patricia W. Bruder

(Signature Vice President)

Patricia W. Bruder

(Printed Name Vice President)

2-20-23

(Date)

Revised 02-20-23