

By-Laws of the **Florida Association Of Private Investigators, Inc.**

The Florida Association of Private Investigators, Inc. is incorporated by the State of Florida. The Document Number for this corporation is P05000163133. The date of incorporation was December 15, 2005 and was filed by Harvey E. Morse, President, and Ari S. Morse, Vice-President. The initial corporate mailing address is: 2435 South Ridgewood Avenue, Volusia County, South Daytona, Florida, 32119.

Article I. Name

The name of this corporation is the Florida Association of Private Investigators, Inc., (hereinafter referred to as the “Association” or “FAPI”).

Article II. Mission and Vision

The mission of the Association is to bring all private investigators together, primarily those who are licensed in the State of Florida, together with suppliers of services and equipment. The Association is dedicated to improving the professionalism of the industry, affecting change in legislation or other governing rules and regulations when necessary, promoting a positive image of private investigators to society, and attempting to resolve issues of mutual 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 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 Florida licensees, to ensure that the Association has the strongest voice in the State of Florida.***

Article III. Membership

Section 1.

The Association shall have the following categories of membership: Active, Associate, Affiliate, Honorary and Life Membership.

Active Membership:

Individuals and business entities holding an investigative license under FSS Chapter 493 shall be eligible to become “Active” members of the Association.

Associate Membership:

Individuals and business entities holding similar licenses from other states, jurisdictions or countries shall be eligible to become “Associate” members.

Affiliate Membership:

Individuals, suppliers, or business entities in allied fields or support services including any recognized form of law enforcement shall be eligible to become “Affiliate” members.

Honorary Membership:

A lifetime 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 for this category.

Life Membership:

Active members who have reached the age of sixty-five years, and who have maintained licensure as a private investigator for at least 15 consecutive years, may apply to the Board for Life membership. If granted, all dues if any shall be waived. Maintenance of licensure shall not be required and they shall be entitled to vote at general meetings. Life members shall not be eligible to hold an elected position on the Board of Directors.

Section 2.

Active members shall be entitled to attend the Association’s Annual Meeting, to vote for members of the Executive Committee and Board of Directors, be elected to the Board of Directors or Executive Committee, and to enjoy such other privileges as may be granted by the Board of Directors.

Associate Members may enjoy such privileges as may be granted by the Board of Directors including attendance at the Annual Meeting or any regularly scheduled meeting. Associate and/or Affiliate members may have the right to vote on certain issues as determined by a majority vote of the Board of Directors for those specific issues.

Section 3.

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 Applicants’ names shall be presented to the Board of Directors for approval which shall require a two-thirds affirmative vote.

Section 4.

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 Executive Committee.

Section 5.

Each member of the Association agrees to be bound by these By-Laws and any amendments hereto, and by the lawful actions of the Board of Directors or voting members of the Association.

Section 6.

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 authority of the Board of Directors.

Section 7.

Membership in good standing is defined as being current in all financial obligations and not being the subject of any disciplinary action by the Board of Directors.

Article IV. Meetings

Section 1.

The date, time and location of the Annual Meeting of the Membership of the Association shall be determined by the Executive Committee and the Board of Directors.

Section 2.

Notice of the time and place of the Annual Meeting shall be published to the membership not less than three (3) weeks prior thereto.

Section 3.

The presence in person of 15 Active members shall constitute a quorum at the Annual Meeting.

Section 4.

All meetings of the Association including the Executive Committee, Board of Directors and committees shall be governed in accordance with the most current edition of Robert's Rules of Order, including the Agenda. There shall be no voting by proxy or by representation. The President shall have the authority to appoint a parliamentarian.

Section 5.

Geographical areas may have meetings as determined by Area Directors or the Executive Committee.

Section 6.

Any member of any membership category who is in good standing may attend any meeting of the Association including Board Meetings, except when they are held in Executive Session pursuant to Robert's Rules of Order.

Article V. Board of Directors

Section 1.

The Board of Directors of the Association shall consist of no less than eleven (11) or more than twenty-five (25) members. It shall at a minimum include the members of the Executive Committee, the Area Directors, and any Directors Emeritus. The Board of Directors shall be required to approve an annual operating budget at the first regularly scheduled meeting after the Organizational or thereafter Annual meeting, which shall take into consideration recommendations of the Finance Committee. Active membership in the Association and possessing a current Florida investigative license under FSS Chapter 493 is required to hold elected office as a Director or Officer.

Section 2.

The term of office of an Executive Officer or Director shall be for one year. Officers shall serve until their successors have been duly elected, qualified and sworn to uphold these By-Laws. Any elected Officer or Director who no longer meets membership requirements as determined by the Board of Directors or whose license has been revoked, shall be deemed to have resigned the position.

Section 3.

The Board of Directors by majority vote may from time to time honor any person who has had a significant long-term involvement with the Association for its benefit or the benefit of the industry, as Director Emeritus. A Director Emeritus shall have voting privileges at all meetings including Board of Director meetings, is relieved of any and all mandatory financial and attendance obligations, and may have any other privileges as may be conferred by the Board of Directors.

Section 4.

Directors are expected to attend regularly scheduled Board meetings, and actively participate in at least one operating committee.

Section 5.

Any vacancy occurring in the Board of Directors, including any vacancy created by an increase in the number of Directors, resignation or incapacity may be filled by 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, and may not vote until the first meeting following their appointment. A member of the Board of Directors may request the Executive Committee 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 in accordance with the situation presented so as not to adversely affect the continued operation of the Association.

Section 6.

All corporate powers shall be exercised by and under the authority the Board of Directors. The fiscal year of the Association shall be from May 1st through April 30th.

Section 7.

There shall be a minimum of one meeting of the Board of Directors during each six-month period, 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 or by written request of five (5) members of the Board of Directors. Five (5) Directors shall constitute a quorum at any scheduled Board meeting.

Section 8.

Board members shall serve as such without compensation, however with advance 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.

Section 9.

The Board of Directors shall establish the amount that each member category shall contribute to the Association as dues, for such April 30th fiscal year ending. The Board also has the right to determine that there are no dues based upon concurrence of the availability of other sources of revenue such as fund-raising, donations, payment for certificates, training or other Association material or logo bearing products. ***It is the goal of this organization to allow membership to the greatest number of Florida licensees, to insure that the Association has the strongest voice in the State of Florida.*** Participation in events by any member who is financially incapable of contributing may be waived at the sole discretion of the Executive Committee. Any such

personal discussions between the member and the Executive Committee shall be kept in strict confidence.

Section 10.

The Board of Directors by majority vote at a special or regularly scheduled meeting, shall have the right to dismiss any Director or Executive Officer for any reason, providing the Director or Executive Officer has been notified by certified mail or hand-delivery at least two weeks in advance of that meeting, and has had an opportunity to present to the Board of Directors at a special meeting, objections thereto in writing or in-person within thirty (30) days from the receipt of notice.

Section 11.

All Directors and members shall advise the 1st Vice-President of any and all fundraising activities for approval, prior to the commencement of same.

Section 12.

The Board is empowered to establish and authorize the use of designations after a member's name, by creating criteria therefore. Qualifications may be based upon length of licensure, experience, areas of specialties and practice, type of license, examination, attendance at specific events, seminars, and so forth, and may include Associate members.

Section 13.

The Board encourages members in good standing to utilize the official FAPI logo for advertising, including on business cards, letterheads, and newspapers and in the yellow-pages. Members are also urged to indicate they are members of FAPI in e-mail signatures and other correspondence. Members should keep in mind that the Association seeks a positive image with the public, government and clients, and all communications and conduct should be professional and courteous.

Section 14.

Membership plaques, certificates and identification cards are the property of the Association, and must be returned to the Association if requested by 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, 1st Vice-President, 2nd Vice-President, 3rd Vice-President, immediate Past-President, Treasurer and Secretary. No member of the Executive Committee or Board of Directors shall be permitted to concurrently be a Board Member, Director or Executive Officer of any other Florida based Association or Florida organization that encompasses private investigations. This restriction shall not apply to any professionally recognized national or international Association or an official State entity, as determined by the Board of Directors.

Section 2.

The duties of the President are to preside at all meetings of the Executive Committee, the Board of Directors and the membership, and to enter into all contracts duly authorized by the Board of Directors. The President shall appoint the Chairperson or Co-Chairpersons of all standing committees and perform such other duties appropriate to the office. The President is an ex-

officio voting member of all committees, and may attend any Association or committee meeting, with the exception of the Nominating Committee.

Section 3.

The 1st 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 1st Vice-President shall preside in the absence of the President, or when the President wishes to take part in debate. The 2nd Vice-President and 3rd Vice-President shall assist the 1st Vice-President to carry out the duties of the President in successive order, if the President is not able to do so.

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, at any other time as directed by the Board of Directors, at the Treasurer's own initiative, or when asked by the President. The Treasurer will also be a voting member of the Finance Committee.

Section 5.

The Secretary shall keep the minutes of all Board, Executive Committee, and Annual 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 be responsible to maintain all the various records of the Association, ensure that they are properly maintained by the corporate office and shall be reasonably available when needed or when requested by the Board of Directors or the President.

Section 6.

The immediate Past-President shall be a voting member of the Board, have the right to attend any and all meetings, shall be considered as an advisor, and shall have no specific duties unless authorized by the Board.

Section 7.

Meetings of the Executive Committee may be called by the President or by written request of three (3) members of said Committee. Four (4) members shall constitute a quorum at a meeting.

Article VII. Election of Officers

Section 1.

All officers shall be elected for a term of one (1) year, except as otherwise provided herein, and shall serve until a successor is elected.

Section 2.

Executive Officers and Board members shall be elected during the Annual Meeting.

Section 3.

There shall be no limitation regarding the number of terms that an individual may be elected to office, and no person shall hold more than one elected office simultaneously.

Section 4.

Vacancies occurring in any Board of Directors' position during an elected term shall be filled by a majority vote of the Board of Directors.

Section 5.

There shall initially be five (5) Area Directors, and each shall be responsible for recruiting and representing the Association's membership in: North Florida, Central Florida, East Florida, West Florida and South Florida. The Area Directors shall annually decide amongst themselves, the counties for which each will be responsible within their approximate geographic locations. As the organization grows, areas may be defined as including specific counties as determined by the Board of Directors. Areas may have Co-Directors and in that event, each shall equally share one vote.

Article VIII. Operating Committees

The President shall appoint Chairpersons of all standing committees necessary to conduct the business of the Association other than the Chair of the Nominating Committee, within thirty (30) days of taking office, and shall report those names to the Board of Directors and membership no later than at its next meeting. Chairpersons shall be responsible to appoint their committee members with the President's approval, and are to notify the Board of Directors of those persons selected within twenty (20) days, except for the Nominating Committee. The President may appoint Co-Chairpersons and in that event, the Co - Chairs shall each equally share one vote.

The standing committees shall include but are not limited to:

- Finance Committee
- Fund Raising
- By-Laws
- Social Events
- Legislative Liaison
- Grievance/Ethics
- Education
- Communications/Website
- Newsletter
- Nominating Committee
- Membership

All Chairpersons, Co-Chairs and committee members 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 or by majority vote of the Board of Directors, shall function subject to and under the direction of the Executive Committee and the Board of Directors.

The Chairperson and/or Co-Chairs of each Standing Committee with the assistance and concurrence of the Board of Directors, shall annually define the duties and responsibilities of their Committee. The duties and responsibilities for specially created non-standing committees shall be defined by the Board of Directors.

Article IX. Nominating Committee

Section 1.

The Nominating Committee shall consist of a Chairperson appointed by the President in November, and four (4) Florida Active members elected by the Board of Directors. Its term of existence shall conclude after all vacancies requiring nomination have been properly filled for the next fiscal year. It shall present a slate of Executive Officers, and propose members of the Board of Directors no less than one (1) month prior to the Annual Meeting. A member of the nominating Committee may be selected for office.

Section 2.

Nominations for the Board of Directors shall be submitted by the Nominating Committee to the Secretary at least three (3) weeks before the Annual Meeting, and shall be presented as a slate by the Nominating Committee. Nominations may also be made from the floor at the Annual Meeting however, any nominees must have agreed in advance to serve if elected, and shall meet the membership category requirements for that office.

Article X. Committee Makeup

All committees shall consist of no less than a Chairperson and two (2) additional Association members, not including any ex-officio members as provided for in these By-Laws. Chairpersons may select members from any category of membership, including non-voting Associate or Affiliate members for their Committees, due to a required particular expertise or skill, who are not Active category members of the Association.

Article XI. By-Law Amendments

The By-Laws may be amended at any regular meeting or special meeting of the Board of Directors by a two-thirds vote of the Board of Directors present at said meeting, provided the amendment has been submitted in writing and read at a previous scheduled meeting of the Board of Directors and has been announced or posted on the official website to the Active class members, not less than three (3) weeks prior to the regular or special meeting. Copies of the current By-Laws and copies of any proposed changes shall be available for examination at the Association's usual place of business.

All proposed changes to the By-Laws shall first be submitted to the By-Laws' Committee for review and thereafter submitted with its recommendation to the Board of Directors. Changes shall first revert back to the By-Laws' Committee for input, and then resubmitted to the Board of Directors. By-Law changes shall take effect immediately upon approval after a majority vote of the Board of Directors.

Article X11. Profits and Distribution of Assets upon Dissolution

No person, firm or corporation 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 Internal Revenue Code, presently §501 (c)(3), or to the

Federal Government or to a State or local government for a like public purpose, as determined by the Board of Directors, and none of the assets shall be distributed to any member, officer, employee, committee member or trustee of the Association.

THE ORIGINAL OF THIS DOCUMENT WITH SIGNATURES IS MAINTAINED IN THE ADMINISTRATIVE OFFICE. THESE BY-LAWS WERE DULY APPROVED BY THE FIRST BOARD OF DIRECTORS AND MEMBERSHIP PRESENT ON JUNE 16, 2006

Date

President

Vice-President

Secretary

Treasurer