

PREAMBLE

This Association was formed to promote and maintain the highest standards and practices for licensed investigators, to foster and perpetuate among its members a spirit of cooperation, and establish mutual trust, good will and fellowship, among licensed investigators, private security personnel, persons engaged in law enforcement, and with all the citizens of the Commonwealth of Pennsylvania. The Association shall also provide for the continuing education of its members.

ARTICLE I – NAME

Section 1. Name of the Association.

The name of the Association shall be Pennsylvania Association of Licensed Investigators. The abbreviated version of the Association name shall be PALI.

ARTICLE II – OBJECTIVES

Section 1. Objectives and Purpose.

The objectives and purpose of this Association shall be:

- a) engaging in any lawful act or activity for which a corporation may be organized.
- b) advancing the professions of licensed investigators.
- c) articulating and advocating the needs and interests of the professions before legislative, administrative, and judicial branches of local and state governments.
- d) cooperating on behalf of the professions with persons and firms directly and through their Associations in matters involving the business and governmental affairs of the professions.
- e) promulgating policies and conducting activities for the betterment of all those involved in some aspect of the professions.

ARTICLE III – LOCATION, EMBLEM, SEAL

Section 1. Incorporation.

This Association shall be incorporated as a nonprofit entity in the Commonwealth of Pennsylvania as a 501c6.

Section 2. Location.

The location of the principal office of PALI shall be the address as directed by the President. The Board of Directors (the Board) may authorize the President to hire an Executive Secretary who would serve as a focal point for the group and a Corporate Counsel for legal advice.

Section 3. Description.

The official emblem of the Association shall consist of an outline of a keystone in a circle with the name “Pennsylvania Association of Licensed Investigators” surrounding the Keystone in a circle. The word PALI shall be scribed vertically in the middle of the Keystone outline. An eagle with wings spread and head turned dexter. The color scheme shall be a white background, a blue keystone with gold letters PALI, a gold eagle, black “rays” as if of light, emanating from the center of the circle outward from behind the keystone to the near edge of the outer circle of words., a gold circle surrounding the rays keystone and eagle and within the gold outer circle blue capital letters PENNSYLVANIA ASSOCIATION OF LICENSED INVESTIGATORS.

The letter P of PENNSYLVANIA shall be at the 9 o’clock position and shall be read left to right. The words PENNSYLVANIA ASSOCIATION OF shall read left to right around the top of the circle. A Large period or circle of the same color blue as the lettering shall be placed at prior to the letter P and after the letter F of the word OF.

LICENSED INVESTIGATORS shall encircle the bottom of the circle also reading from left to right so the Letter P and the Letter L of LICENSED are separated by the blue circle. The same shall go for the last letter of the word OF and the last letter of the word INVESTIGATORS where the F and S shall be separated by a blue circle.

Section 4. Emblem.

The official emblem of the Association is the property of the Association. Its use or display is governed solely by the Bylaws of the Association. All permitted use of the emblem of this Association shall be limited to the active members in good standing and the permissive use of the emblem shall terminate when the user ceases to be an active member.

Section 5. Seal.

The corporate seal of the Association shall be in such form and design as the membership may select and shall bear the name of the corporation 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.

ARTICLE IV – MEMBERSHIP

Section 1. Membership.

Membership is a privilege, not a right, and applications for any type of membership may be denied. The Board shall develop a membership policy to be referred to for details.

Section 2. Expulsion.

Existing members may be expelled by a majority vote of the Board of Directors for cause.

Section 3. Compensation and Expenses.

The Board of Directors shall create a Finance policy including payment of actual and necessary expenses of Association business and or reimbursement of same including the approval process necessary.

Members of the Association shall serve without pay. Members, including the Board of Directors, shall be allowed actual and necessary expenses of Association business and or reimbursement for same, in accordance with the Finance policy.

Section 4. Application for Membership.

The Board of Directors shall develop a policy for processing and accepting or rejecting Membership Applications.

Section 5. Types of Membership.

The Board of Directors shall create a membership policy documenting the requirements for the different types of membership to include:

Full membership

Associate membership

Affiliate membership

Service and Industry membership

Retirement membership

Specific requirements for each membership type shall be detailed in the Membership policy as well as the process for application, approval, denial and payment of fees.

Section 6. Full Member Privileges.

All full members in good standing of the Association shall be equal with respect to voting privileges. No other type of membership shall have the right or privilege to vote.

ARTICLE V – DUES AND ASSESSMENT

Section 1. Dues.

The Board of Directors shall set the amount of annual dues for membership. The Board of Directors shall furnish the membership annually through the Association newsletter, or general circulation to the membership, what the annual dues will be.

Section 2. Payment of Dues.

Membership dues are due and payable as follows: a. Dues are payable on January 1 of each year.

Section 3. Assessments.

The Board of Directors may levy such additional assessments as are necessary to carry out the activities of the Association, upon ratification of two-thirds (2/3) majority of the Directors' voting.

ARTICLE VI – OFFICERS, DUTIES AND RESPONSIBILITIES, ELECTIONS

Section 1. Full Member May Hold Office.

Any full member in good standing and in accordance with Article VII Section 1 may hold elective office in the Association.

Section 2. Elected Officer Positions.

Elected officers of the Association shall consist of President, First Vice President, Second Vice President, Secretary, Treasurer, Chairperson of the Board, six (6) Regional Directors, and three (3) Directors at Large. The President shall not hold that elected office for more than two (2) consecutive full terms.

Section 3. Officer Terms.

Officers shall be elected by secret ballot for a term of two (2) years by a majority vote conducted via E-mail ballot of the membership. The Board of Directors shall develop a policy for voting and this policy shall be posted to the website.

Section 4. President.

The President shall be the chief administrative officer of the Association. The President shall exercise general supervision over the business affairs, interest and welfare of the

Association, shall appoint all standing committee chairmen and such special committees as deemed necessary. The President shall be an ex officio member of all committees and shall perform such other duties as may be approved by the membership. The President shall serve without compensation. Also, the President shall hire and supervise the Executive Secretary who will handle the general administration function of the Association. The Executive Secretary shall be compensated at a rate set by the President and agreed to by the Board of Directors. A job description for the Executive Assistant shall be developed and approved by the Board of Directors.

Section 5. Vice Presidents.

The Vice Presidents shall assist the President in the exercise of the duties of that office, shall preside in the absence of the President and shall perform all duties specifically delegated by the President. The Vice Presidents shall serve without compensation.

Section 6. Secretary.

The Secretary shall ensure that an accurate account of the minutes of all meetings and votes of the Board of Directors of the Association are kept; 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; supply and issue applications for membership and receive such applications when executed and forward them to the Membership Committee Chairperson for appropriate action; and perform such other duties as may be required. The Secretary shall serve without compensation. Some of these duties may be delegated to the Executive Secretary, the headquarters staff person as per the PALI Executive Secretary Job Description.

The secretary shall NOT be a signator on any accounts of the Association and in the event of an internal investigation, the Secretary shall conduct such investigation and report to the Chairperson and the President directly.

Section 7. Treasurer.

The Treasurer shall oversee all financial records and comply with good and reasonable accounting practices for all financial affairs of PALI. The Treasurer shall present current financial statements at Board of Directors meetings. The Treasurer shall oversee the receipt and deposit of PALI monies in a banking facility approved by the Board of Directors

The Treasurer shall oversee disbursal of the funds of the Association as may be ordered by the Board of Directors or disburse then due funds to established vendors to the corporation upon instruction from the President taking proper vouchers for such disbursements.

The Treasurer shall oversee or keep and maintain the Association's books of account and shall render to the President and directors at each regularly scheduled Board meeting an

account of all transactions as Treasurer and of the financial condition of the Association and exhibit the books, records, and accounts to the President or directors at any time.

The Treasurer shall oversee the disbursement of funds for capital expenditures as authorized by the Board of Directors and in accordance with the orders of the President, and present to the President for his attention any requests for disbursing funds if in the judgment of the Treasurer any such request is not properly authorized.

The Treasurer shall perform such other duties as may be directed by the Board of Directors or by the President.

The Treasurer shall maintain and file in a timely manner all reports and tax returns with the Internal Revenue Service, Pennsylvania Department of Revenue, Office of the Comptroller, and other agencies as required by law. By April 1 of each year, the Treasurer shall prepare and present to the Board of Directors a Proposed Annual Budget. The Treasurer shall prepare and present an Annual Financial Report at the Annual Business Meeting.

Section 8. Chairperson.

The Chairperson position shall be filled by the immediate past-President of the Association when the term of President is over and shall remain Chairperson for as long as they are the immediate past-President. The Chairperson of the Board shall serve as the meeting chairperson in the absence of the President. In the absence of the President, the Chairperson shall preside at all Board Meetings, according to Robert Rules. The Chairperson shall serve without compensation.

Section 9. Elected Officers.

The elected officers and directors of the Association may be removed by a majority vote of the Board of Directors for good cause. Good cause shall include but not be limited to insubordination, dereliction of duty, failure to perform in accordance with their description and/or failure to follow policies procedures and by laws of PALI.

Section 10. Regional Directors.

The Regional Directors are elected to actively participate in the management process by recruiting new members, maintain contact with existing members, assist in the resolution of problems, coordinate regional meetings for networking purposes and other duties as specified by the President and Board of Directors.

They should also work with the District Attorney's and Court Clerk's office in developing and maintaining the mandatory list of licensed investigators in their regions. The Regional Directors shall serve without compensation.

ARTICLE VII – BOARD OF DIRECTORS

Section 1. Members to Hold Office.

Only full members in good standing with PALI and the Commonwealth of Pennsylvania shall be eligible to hold office. In the event any current officer maintains a permanent residence outside of the Commonwealth of Pennsylvania at the time of these bylaws being adopted, said officer(s) shall be grandfathered in and be allowed to hold any office contiguously until such time that their term expires and they are not voted in to the same or any other board position.

Section 2. Composition of the Board of Directors.

The Board of Directors shall be composed of the Chairperson of the Board, President, First Vice President, Second Vice President, Secretary, Treasurer, six (6) Regional Directors, and three (3) Directors at Large. These fifteen (15) positions shall be voting members of the Board of Directors. All standing committee Chairpersons and the Legal Counsel are non-voting members of the Board.

Section 2.1

The membership of the Board shall not include any partners in familial and or domestic relationships.

Section 2.2

The membership of the Board shall not include more than two (2) individuals from the same licensed entity.

Section 2.3

Any member in good standing prior to the adoption of these amendments may continue to serve until the end of their terms.

Section 3. Governing Body of the Association.

The Board of Directors shall be recognized as the governing body of the Association, subject to the Constitution and Bylaws.

Section 4. Executive Capacity.

The Board of Directors shall act in an executive capacity and will vote on any relevant issues and matters which would require action prior to or at any Annual, Regular or Special Meetings of the Association. The position of Legal Counsel and Affiliate Representative are non-voting positions.

Section 5. Majority Vote is Binding.

A majority vote of a quorum of the Board of Directors shall be binding on the Association.

Section 6. Number of Votes.

All members of the Board of Directors shall have one vote each.

Section 7. Chairperson Report.

The Chairperson shall make a report to the membership at the annual meeting of the Association.

Section 8. Performance of Duties of the Board.

The Board of Directors shall perform all duties and functions as set forth in the Constitution and Bylaws.

Section 9. Board Shall Establish Policy.

The Board shall establish policy governing the conduct of the association (PALI) and shall alter its procedures in its sole discretion.

Section 10. Quorum.

A majority of the Board members in good standing shall constitute a quorum at any meeting of the Board.

Section 11. Removal From Office.

The Board shall have the authority to remove from office, any officer or Board member who fails to perform his or her duties. The Board shall also have the authority to appoint a replacement for any unfilled Board or Officer vacancy.

Section 12. Voluntary Non-Renewal.

Board Members may remain on the Board of Directors and maintain their voting privileges until the end of their elected position until the expiration of their elected term, even after a voluntary non-renewal of their license.

Section 13. Special Advisors.

The President may appoint members or non-members as special advisors at his/her discretion.

Section 14. Vacancies.

All vacancies in the Board may be filled by the affirmative vote of a majority of the remaining directors, provided that any such director who fills a vacancy is qualified to be a

director and shall only hold the office until a new director is elected by the members at the next January meeting.

Any director who fills a vacancy on the Board shall not be considered unqualified or disqualified solely by virtue of being an interim director. Any director appointed by the Board to fill a vacancy which results from the removal of a director shall serve the remainder of the annual term of the removed director and until a successor is elected by the members and qualified.

The Board may fill a vacancy created by an increase in the number of directors for a term lasting until the next annual election of directors by the members at the January election or a special meeting called for the purpose of electing directors.

Section 15. Registering Dissent.

A director who is present at a meeting at which an action on a corporate matter is taken is presumed to have assented to such action, unless the director expressly dissents to the action. A valid dissent must be entered into the meeting's minutes, filed with the meeting's acting Secretary before its adjournment, or forwarded by electronic mail to the Board Secretary within twenty-four (24) hours after the meeting's adjournment. These options for dissent do not apply to a director who voted in favor of the action or failed to express such dissent at the meeting.

Section 16. Dismissal.

Any member of the Board of Directors missing two meetings in the fiscal year, without approval of the Chairman of the Board, shall be dismissed from their position on the Board of Directors without any Board action.

Section 17. Resignation.

A director may resign by providing written notice of such resignation to the Corporation. The resignation shall be effective upon the date of receipt of the notice of resignation, or the date specified in such notice. Acceptance of the resignation shall not be required to make the resignation effective.

ARTICLE VIII – APPOINTMENTS, COMMITTEES AND DUTIES

Section 1. Appointment of Chairperson and Co-Chairperson.

The President may appoint a Chairperson and Co-Chairperson for each standing committee, to serve for the term of his or her office. The President may also appoint

affiliate members to serve the Association in various capacities as he or she sees fit. The President may also remove any committee member for any good reason.

Section 2. Standing Committee Appointments.

Standing committee appointments shall be published at the earliest possible time on the PALI web site, PALI Newsletter and in such publication as the President may select.

Section 3. Establishment and Disbandment.

Other than the standing committees described in ARTICLE VIII Sections 4, 5, 6, 7, 8, 9, 10 and 11 The President shall establish and or disband other committees and make appointments as necessary.

Section 4. Constitution, Bylaws and Policies Committee.

The Constitution, Bylaws and Policies Committee shall examine the Constitution, Bylaws and Policies of the Association when necessary and will recommend proposed amendments and/or revisions. This shall not preclude any Board Member from conducting their own review and forwarding suggestions to the full Board of Directors for review, consideration, discussion and vote in accordance with ARTICLE XI Section 1.

Section 5. Education and Training Committee.

The Education and Training Committee shall coordinate and schedule speakers, seminars and any other activities related to education and training as offered by the Association.

Section 6. 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. The Legislative Committee shall be responsible for informing members and/or other committees of proposed industry regulations or legislative matters of interest. All legislative committee drafts shall be presented for approval by majority vote by the full Board of Directors prior to any presentation outside of the Association as their being the Associations position.

Section 7. 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 in accordance with the **Membership Policy**.

The Membership Committee shall maintain records of member participation and shall have the power to recommend revocation or denial of membership as appropriate for just

cause after providing the applicant or member with notice of the reasons for the revocation or denial and an opportunity to be heard thereon.

Section 8. Publications Committee.

The Publications Committee shall be responsible for the preparation, editing and publication of all official publications of the Association. The Publications Committee shall be responsible for the timely publication of all notices pertaining to proposed membership in the Association and to membership renewal. The Newsletter Editor shall be either the Chairperson or Co-chairperson of the Publications Committee.

Section 9. Steering Committee.

The Steering Committee shall provide the Board with guidance on matters of revenue, organization, membership, continuing education or other issues that may be requested by the President or a Board Member.

Section 10. Ethics Committee.

The Ethics Committee shall provide guidance to the Board regarding the ethical behavior of the members and advise the Chairperson of any instance where a member may have violated the generally accepted behavior of those in the profession. The Board shall create and approve an Ethics Policy

Section 11. Compliance Committee.

The Compliance Committee shall be appointed by the President when necessary and the members of this Committee will be held in confidence by the President. The Committee will investigate disputes between members, and any association member may request a committee hearing, but the rulings of the Compliance Committee will be binding to the affected member(s).

Each instance of compliance shall call for a separate Compliance Committee convened by appointment of the President. Board members selected for the specific compliance shall remain anonymous from the membership and each other and will act in the best interest of the PALI organization. The operating details shall be the responsibility of the President based on the circumstances involved and in accordance with PALI Policy.

ARTICLE IX – QUORUM

Section 1. Simple Majority of the Full Board of Directors.

A simple majority of the full Board of Directors shall constitute a quorum one of whom should be the President or Chairperson of the Board, to transact business at any regular or

special meetings of the Board. Attendance may be in person, via Zoom or other electronic conferencing platform, or by telephone. Meetings need not be of a personal nature, and teleconferences may be used to expedite the issues. Votes on issues other than for the annual elections may be made by email.

Section 2. Member in Good Standing.

No person shall take active part in any meeting unless such person is a member in good standing.

Section 3. Recognition of Motions.

The President or Chairperson of the Board must recognize motions that would change the operations or Bylaws before a Board vote may be conducted. After this recognition, the President or Chairperson of the Board will call for the appropriate discussion and vote and the Secretary shall duly record the vote and disseminate the results to the membership.

ARTICLE X – SPECIAL MEETINGS

Section 1. Regular Business.

Regular business meetings of the Association shall be held at least once a year, at a time and place to be determined by the President and announced in a timely manner in the newsletter and on the web site. Email to the membership may also be used to communicate with the membership and hold Board meetings. The Annual meeting for the election of officers shall be held in September, October, or November in time for the officers to assume their duties on the first day of January.

Section 2. Special Meetings.

Special meetings of the Association may be called by the President or Chairperson to transact any business deemed appropriate, providing, timely notification to all members in good standing is made specifying the time, place and purpose of the meeting.

Section 3. Special Meeting Declaration.

Any three officers of the Association may call a special meeting of the Association to transact business deemed appropriate, providing timely notification to all members in good standing is made, specifying the time, place and purpose of the meeting.

Section 4. Schedule of Special Meeting by President.

The President shall schedule a special meeting of the Association upon a written request of twenty percent (20%) of the members in good standing, who shall state the time, place and purpose of the request.

Section 5. Meetings by Telephone Conference or Other Remote Communications Technology.

Members of the Association, members of the Board of Directors, or members of any committee may participate in and hold a meeting of such members, board, or committee by means of (1) conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other; or (2) another suitable electronic communications system, including video conferencing technology or the internet, only if the system provides access to the meeting in a manner or using a method by which each member participating in the meeting can communicate concurrently with each other participant. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

Section 6. Vote by Proxy and Cumulative Voting.

No vote by proxy or representation shall be allowed. Cumulative voting shall not be authorized for the election of officers or directors or for any other purpose.

ARTICLE XI – AMENDMENTS OR REVISIONS

Section 1. Amendments.

This Constitution and Bylaws may be amended or revised by a two-thirds (2/3) majority vote of the Board of Directors, provided that the proposed amendments or revisions shall have been communicated to the members of the Board, either by United States mail or electronic mail dated at least fifteen (15) days prior to the vote. Amendments may be offered for consideration on a timely basis.

Section 2. Effective Date.

All amendments or revisions to this Constitution and Bylaws shall become effective immediately following an affirmative vote of the Board of Directors.

ARTICLE XII – PROCEEDINGS

Section 1. Governing of Proceedings.

The current version of Robert's Rules of Order, on all points not specifically provided for in this Constitution and Bylaws, shall govern all proceedings of the Association.

ARTICLE XIII - FINANCES

Section 1. Finance Policy.

The Board of Directors shall develop a policy specific to Finances, spending, and reports and this policy shall be posted to the website.

Section 2. Loans.

The Association may not make loans to the directors without the approval of a majority of the members entitled to vote.

ARTICLE XIV DISCIPLINE.

Section 1. Discipline.

A member may be disciplined up to and including termination based on the determination by the Board of Directors, or a committee or person authorized by the Board of Directors to make such a determination, that the member has violated in a material and serious degree these Bylaws, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the Association.

Section 2. Discipline Policy.

The Board of Directors shall develop a discipline policy, and this policy shall be posted to the website.

ARTICLE XV - INDEMNITY AND INSURANCE

Section 1. Indemnification.

To the fullest extent permitted by law, the Association shall indemnify and hold harmless any and all past, present, or future directors and officers, as identified and defined in these Bylaws, and, in its discretion and in accordance with law, may indemnify and hold harmless any agent or employee of this Association of and from all liabilities, expenses, and counsel fees reasonably incurred in connections with any and all claims, demands, causes of action, and other legal proceeding to which they may be subjected by reason of any alleged or actual action or inaction in the performance of the duties of such director, officer, employee or agent on behalf of the Association. The provisions of this Article shall be in addition to and exclusive of any other rights to which any director, officer, employee or agent may be entitled by law.

Section 2. Insurance.

The Association will engage an insurance agent to provide a errors and omissions or similar policy to assist in the indemnification mentioned above.

ARTICLE XVI - DISSOLUTION

Section 1. Dissolution.

This Association may be dissolved at any time by a majority of voting members thereof in good standing. Upon the dissolution of this Association, any funds remaining on hand shall be distributed to the members in accordance with applicable sections of the Pennsylvania Nonprofit Law.