

**PROFESSIONAL ASSOCIATION OF WISCONSIN
LICENSED INVESTIGATORS, INC.**

BYLAWS AND CONSTITUTION

ARTICLE I — Name and Purpose

SECTION 1. The name of the Association shall be the Professional Association of Wisconsin Licensed Investigators, Incorporated, hereinafter referred to as the Association.

SECTION 2. The purpose of the Association shall be to:

- A. Promote the highest possible standards of professionalism among those engaged in practice as a private detective and or as a private detective agency.
- B. Represent the interests of the Association in matters of public policy.
- C. Promote respect and confidence in the profession of private investigation among those in government, business and in the general public.
- D. Provide professional growth and training opportunities for Members of the Association.

ARTICLE II — Membership

SECTION 1. **Member:** A member shall be an individual currently licensed by the state of Wisconsin under §440.226, Wisconsin Statutes, and working as or for a licensed private detective agency, or an individual previously so licensed but now retired, as long as they have not been convicted of a state or federal felony. Only Members shall have voting privileges and be eligible to hold office.

SECTION 2. **Associate Member:** An Associate Member may be an individual who is not a licensed private detective in the state of Wisconsin, who has related interests, or association to the field of private investigations. An Associate Member shall not have voting privileges and shall not be eligible to hold office. An Associate Member shall be eligible to participate in other functions of the Association, except those, which are excluded by the board of Directors from time to time.

SECTION 3. **Dues:** The annual dues for membership in the Association shall be determined by the Board of Directors and may be changed by a majority vote of a quorum of the Board of Directors in regular meeting. Dues shall

be payable December 1st of each year in order to finance the subsequent Annual Meeting. It is the responsibility of every Member and Associate Member to submit his or her dues on time; failure to do so will result in the termination of Membership at the beginning of the association's Annual Meeting. If membership dues are not paid by January 1, of the calendar year, the member will be removed from the organization.

SECTION 4. **Code of Ethics:** All Members and Associate Members shall observe the Association's Code of Ethics (found on the Association's website), as promulgated and amended from time to time by the Board of Directors.

SECTION 5. **Approval and removal:** The Membership Committee shall approve New Members and Associate Members.

Any member or person applying for membership in the Association who has engaged in the following conduct:

1. Prejudicial to the interests and objectives of the Association;
2. Has engaged in unethical or unprofessional conduct;
3. Has been convicted of any illegal or criminal activities under state or federal law;
4. Or who has been reprimanded, suspended, terminated or subject to civil, criminal or administrative proceedings in their previous occupation, or in relation to Wisconsin State licensure requirements.

Shall be subject to denial or termination of Membership upon three-fourths vote of the Board of Directors, following the findings of the Internal Affairs Committee.

Any member terminated or denied Membership under this provision shall not be eligible for reinstatement to Membership for a period of two (2) years and may only be reinstated by unanimous approval by the Board of Directors.

The Association reserves the right as a private association of Members to conduct background checks of Members and applicants for any reason at anytime and that the Association reserves the right to deny or terminate any Membership based on a background check and information brought out during the vetting process.

ARTICLE III - Membership Meetings

- SECTION 1. **Annual Meeting:** An Annual Meeting of the Association shall be held in the months of March, April or May at a time and location determined by the Board of Directors. Annual Meetings shall be for training, for the elections of officers, and for transaction of any other business, which needs to be addressed.
- SECTION 2. **Special Meetings:** Special Meetings of the Membership may be set by the Board of Directors, the President or 25% of the Members of the Association.
- SECTION 3. **Notice of Meetings:** Written, printed or electronic notice stating the place, day and hour of any meeting of the general Membership, or Special Meeting shall be given to each Member and Associate Member not less than 10, nor more than 60 days before the meeting. If notification is by the USPS, the notice shall be deemed given when deposited in the USPS.
- SECTION 4. **Quorum:** ("The minimum number of officers and members of a committee or organization, usually a majority, who must be present for the valid transaction of business.") The Members attending an Annual Meeting shall constitute a quorum.
- A quorum for a Special Meeting is 25% of the Association Members. If a quorum is not present at a Special Meeting, a majority of Members in attendance may adjourn the meeting to a subsequent date.
- SECTION 5. **Parliamentary Procedure:** Roberts Rules of Order shall govern the organization in all cases.

ARTICLE IV — Executive Officers

- SECTION 1. **Officers and Terms:** The Executive Officers of the Association shall be the President, Vice President, Secretary, Treasurer and a Past President. They shall be elected by the Members from the slate of Board of Directors at the Annual Meeting, and serve terms of two years, with each term ending at the conclusion of the appropriate Annual Meeting.
- The President and Treasurer will be elected in the even-numbered years. The Vice President and Secretary will be elected in the odd-numbered years.
- SECTION 2. The qualified candidates shall be presented to the general membership by written announcements appearing in PAWLI Lit Server or special newsletters preceding the Annual Conference. Candidates may inform the

membership of their candidacy one time using the PAWLI Listserv. Such notice shall be limited to stating the office they are seeking and for what term. No candidate statements or other advocacy writings supporting or opposing any candidate or measure shall be posted to the PAWLI Listserv. The new candidates must supply their resume by January thirty-first (31th) of the calendar year in order to notify the membership of their candidacy.

SECTION 3. No person shall be eligible to hold any elected office unless he or she has been an active member in good standing for one year immediately prior to the Annual Meeting. "Good standing" shall mean active membership, uninterrupted by expulsion, suspension, or forfeiture of membership by non-payment of dues.

SECTION 4. In the event there are no declared candidates for any elected position, nominations will be accepted from the floor at the Annual Conference.

SECTION 5. All active members in good standing shall be allowed the opportunity to vote in the annual election of officers. Such authorized members may vote for all candidates on the ballot.

- A. Votes may be cast:
 - (i) Electronically, via e-mail or other electronic means approved by the Board of Directors;
 - (ii) In person at the Annual Conference; or,
- B. All ballots will be verified and counted by the Election Committee. After the election is verified, the Election Committee Chair shall report to the membership the results of the election, including all vote counts. All ballots shall be preserved until the Annual PAWLI Conference, and destroyed after the votes are verified and the membership votes to destroy them at the Annual Conference. If the elections are challenged, then they shall be preserved until the resolution of the challenge. All candidates shall be notified by the Election Committee Chair of the results of the election no later than twenty-four (24) hours of completion of the ballot tallying.

SECTION 6. **Removal:**

- A. Any officer may be removed by a majority vote of the Members with cause;
- B. Any officer may be removed by a majority vote of the Board of Directors in the event the officer fails to attend two Board of Directors meeting without good cause;
- C. If an Officer or Director is accused of malfeasance, a special Board of Directors meeting shall be called. A minimum of 2/3 of the Board

Members, with exception of the accused, must be present to constitute a quorum for this purpose;

- D. The accused Officer or Director must be in writing at least fourteen (14) days prior to the special meeting.
- E. If the necessary votes are obtained, his/her term of office shall be vacated immediately. Proxy votes shall not be used in these proceedings. An appeal from such a ruling must be made within 10 days. Pending appeal, the decision of the board is final.

SECTION 7. Vacancies:

An executive Officer may resign at any time by delivering written notice to the President or Secretary of the corporation. In the case of any vacancy due to the resignation, absence, or disability of any general officer of the corporation, the Board of Directors may delegate his/her duties to one of the other officers or to a member of the Board of Directors until the return or recovery of the absent or disabled officer. In the event that both the office of President, as well as the Vice President become vacant through death, resignation, or otherwise, the Board of Directors shall elect a President and vice President to serve the remainder of the terms.

- 1. A vacancy in any of the principal offices, excluding the Presidency, due to death, resignation, removal, disqualifications or otherwise, shall be filled by the Board of Directors through the majority vote, or by appointment by the President. The appointment shall be for the remainder of the term of the vacated office.

SECTION 8. Duties of the Executive Officers:

A. President:

- 1. Chief Executive Officer of the Association;
- 2. Presides over all Board of Directors and Executive Committee meetings;
- 3. Is an ex-officio member of all committees;
- 4. Is authorized to execute contracts on behalf of the Board of Directors;
- 5. Is the official spokesperson for the Association;
- 6. Appoints committee chairpersons and committee Members;
- 7. May be signatory to the Association checking account and other financial accounts, along with the Secretary or any other proper officer of the association authorized by the Board of Directors.

B. Vice President:

1. Assumes the duties of the President when there is a vacancy, or when the President is unable or unwilling to perform his/her duties;
2. Serves as a standing member on the Program and Training Committee
3. Shall delegate to another Director or Member the responsibilities for regional training.

C. Secretary:

1. Records, maintains and distributes resolutions, minutes and proceedings of the Association and the Board of Directors;
2. Is custodian of the association minutes;
3. Is custodian of the Association Corporate Seal;
4. Provides copies of any resolution, minutes and proceedings of the Association and the Board of Directors to any member or Associate Member upon request.

D. Treasurer:

1. Provides a Treasurer's report at each meeting of the board of Directors and Executive Committee, and at other times when directed by the President;
2. Provides monthly, quarterly and annual written financial reports to the Board, and as directed by the President;
3. The funds, books and other financial records in the treasurer's care shall at all time be subject to verification and inspection by the Executive Committee;
4. Is chairperson of the Finance Committee;
5. Promptly deposits all Association funds in the Association checking account;
6. Promptly pays all legitimate budgeted Association expenses incurred in the normal course of business, and all other expenses approved by the Board of Directors;
7. Presents the financial records of the Association to the Executive Committee for audit immediately following the end of the Association fiscal year;
8. Shall give bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine but at no cost to the treasurer;
9. Assists in the preparation of the Association annual budget;
10. Serves as primary signatory to the Association checking account.

ARTICLE V — Board of Directors

SECTION 1. A. Duties of the Board of Directors

The control and management of the affairs of the Association shall be vested in the Board of Directors consisting of the Executive Officers and the Directors elected at large.

- (i) The number of Executive Officers elected at large. The number of Directors shall be set at nine (9). All Directors shall be Members, the Association and shall remain in good standing throughout the term of their respective offices. Failure to remain in good standing is grounds for removal from the Board of Directors. As a member of the board, the Directors will participate in the activities of one or more committees as chairpersons or contributors and contribute to at least one Newsletter per year.

B. Contracts/Instruments:

The Board of Directors may authorize any officer or agent of the Association to enter into any contract or execute and deliver any instrument of the Association. Such authority may be general or confined to specific instances.

C. Amending Bylaws:

The Board of Directors and the Executive Officers may amend these bylaws by at least a majority of the 9 Board Members' affirmative votes, subject to the following:

1. The proposed amendment shall have been set forth in the meeting notice.
2. The new amendment shall not affect an amendment to the Bylaws adopted at a Membership meeting within the past twelve (12) months.
3. The amendment shall not affect the qualifications and term of any member of the then existing Board of Directors.

SECTION 2. **Director Terms:** The term of each Director shall be for two years. The terms shall end at the conclusion of the Annual Meeting held in the appropriate year.

SECTION 3. **Vacancies:** A vacancy in a Director position shall be filled by appointment by the Board of Directors, or the President for the remainder of the vacant term of the office. (If a dispute exists between the selection of the President and the selection of the Board of Directors, the Board's selection shall prevail.)

SECTION 4: **Meetings:** The Board of Directors shall meet at least four (4) times a year at regular intervals: The first meeting shall be held at the conclusion of the Association's Annual Meeting, with the newly elected officers and Board Members. Two of the quarterly meetings may be conducted utilizing available technology. The fourth meeting will be held at the beginning of the subsequent Annual Meeting.

Twenty-five percent (25%) of the annual seminar fees will be waived for each Board Member for each board meeting that is attended.

A Board Member who does not pay their dues by their membership due date does not qualify for the waived fees.

Special Meetings of the *Board of Directors* may be called by the President or by five (5) Members of the board.

Notice of all meetings shall be as prescribed in Article 3, Section 3 of these bylaws.

SECTION 5: **Quorum:** A quorum for the transaction of business at any regularly scheduled meeting of the Board of Directors shall consist of a majority of its Members. If the meeting is held by electronic means, a quorum shall consist of a majority of the Directors. An Officer or Director may appoint another member of the Board to act as their proxy to vote on their behalf in the event the Officer or Director cannot attend a meeting or special meeting. However, the assignment of a proxy shall not be used to constitute a quorum.

SECTION 6. **Additional Meetings:** The Board of Directors may take any action by use of electronic means, as long as a quorum is convened.

SECTION 7. **Minutes:** The minutes from all meetings shall be taken and transcribed by the Secretary or a designee, and posted on the Association's website within two weeks of the meeting.

SECTION 8. **Removal:** In the event an Officer or Director is accused of malfeasance, a special Board of Directors meeting shall be called, at which **all** Board Members, with the exception of the accused, must be present. The accused Director must be notified of the meeting and allegations in writing at least fourteen (14) days prior to the Special Meeting. A quorum of the meeting shall be 2/3 of the entire board. A vote of 2/3 of those attending is required to remove the accused from office. If the necessary votes are obtained, his/her term of office shall be vacated immediately. Proxy votes shall not be used in these proceedings. An appeal from such a ruling must be made within 10 days. Pending appeal, the decision of the board is final.

ARTICLE VI — Committees

SECTION 1. **Standing Committees:** The President shall appoint the Members and chairperson of standing committees.

A. Executive Committee—Chaired by the President

1. Acts on behalf of the Board of Directors between Board Meetings;
2. May function as any other Association committee when a committee has not been constituted.

B. Finance Committee—Chaired by the Treasurer

1. Reviews and recommends the annual budget of the Association;
2. Reviews and recommends the financial procedures of the Association to ensure compliance with Generally Accepted Accounting Principles for non-profit organizations;
3. Monitors Association sales of materials and supplies;
4. Keeps written minutes of its meetings and reports.

C. Nomination Committee

1. Presents to the Membership at the Annual Meeting, slates of nominees eligible to serve as Directors of the Association Board.
2. Presents to the Membership at the Annual Meeting a slate of nominees eligible to serve as Officers of the Association.

D. Professional Review Committee

1. Makes recommendations on policies for private detectives and private detective agencies to the Board of Directors;

2. Receives and investigates complaints received by the Association and formulates recommendations to the Board of Directors.
3. May meet in closed session when considering disciplinary action of a Member or Associate Member.

E. Public Policy Committee

1. Monitors local, state, and national legislation and regulations that affect the private detective profession;
2. Recommends positions that the Association should take on proposed legislation and public policy;
3. Consults with Members who require assistance with local legal or public issues.

F. Programs and Training Committee - A minimum of three participating Members.

Responsible for planning, promoting, and conducting programs and services of the Association, including, but not limited to:

1. Annual conference;
2. Meetings and Seminars; Training events;
3. Publications including the Association newsletter;
4. Information and Referral Services.

G. Membership Committee: A minimum of two participating Members.

Reviews and recommends Membership practices to the Board of Directors;

1. Receives Membership applications; Verifies licensure with DSPS; Facilitates posing of new Members to the PAWLI website;
2. Participates in the Association's annual Membership Campaign;
3. Keeps written minutes of its meetings and reports to the President and Board of Directors;
Directs Members and Associate Members in obtaining the new, high-tech Membership cards.

H. Public Relations Committee: (Aided by members throughout the state as needed.)

1. Project the Professionalism and expertise of the resources offered by PAWLI Members; Create and maintain a database of all media outlets that could be used for publicizing and promoting PAWLI:
2. TV Stations,
3. Radio Stations,
4. News Papers,
5. Magazines, Internet Blogs, etc.
6. Create or arrange to attend events that will draw the interest of the public.

SECTION 2. **Special Committees:** The President may appoint Special Committees for any lawful purpose. They shall not make public statements, obligate the Association, or exist beyond the term of the appointing President, unless specifically authorized by the Board of Directors.

SECTION 3. **Quorum:** A quorum for the transaction of business by a standing committee and a special committee shall consist of a majority of its members.

ARTICLE VII—Nominations and Elections

SECTION 1. **Ballots:** The names of announced candidates and nominees shall have their names on printed ballots for the election to be held at the Spring Annual Meeting.

SECTION 2. **Write-ins:** Provisions shall be made to accommodate write-in candidates on the ballot.

SECTION 3. **Secrecy:** The election shall be held by secret ballot. Said ballots shall be destroyed by the Secretary following the official and final announcement of the election results.

ARTICLE VIII—Amendments

SECTION 1. **Procedure:** These bylaws maybe be amended by:

1. The Board of Directors, as provided in Article V, Section 1, subsection C of these bylaws; At the Annual Meeting of the Association, provided that the proposed amendment receives a favorable two-thirds of the vote. (See Article V, Section 5); A copy of the proposed amendment shall have been submitted to the Membership by USPS, by e-mail, or published in the

newsletter prior to the Annual Meeting not less than 10, nor more than 60 days before the meeting. If e-mailed, the notice shall be deemed given when sent.

SECTION 2. Effective Date:

Amendments shall take effect immediately upon approval.

ARTICLE IX—General

If any paragraph, provision, or part herein shall be contrary to any rule or regulation of the Wisconsin Department of Safety and Professional Standards, or in violation of any statute, said portion shall be deemed invalid.

ARTICLE X—Dissolution

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.