



PROFESSIONAL INVESTIGATORS AND SECURITY ASSOCIATION

Bylaws

PREAMBLE

This Association is formed to promote and maintain the highest standards and practices for the private investigative and private security services professions, to foster and perpetuate among its members a spirit of cooperation, and to establish mutual trust, good will and fellowship among private investigators, private security services personnel, persons engaged in law enforcement, and with all the citizens of the Commonwealth of Virginia.

Article I - NAME

The Name of the Association shall be Professional Investigators and Security Association. The acronym of the Association Name shall be *PISA*.

Article II - OBJECTIVES

The Objectives and purpose of this Association shall be to promote professionalism and ethical standards within the private security services professions and to promote the principles and policies set forth in the foregoing Preamble to these Bylaws.

Article III - LOCATION, EMBLEM, SEAL

Section 1. This Association shall be incorporated as a nonstock entity in the Commonwealth of Virginia. The Association shall be operated exclusively for charitable and educational purposes as a nonprofit organization. At the discretion of the Board, the Association may seek to qualify as an exempt organization as defined by Section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2. The Location of the principal office shall be the address of the Registered Agent of the Association.

Section 3. The official Emblem of the Association shall consist of the acronym *PISA* super scribed upon the center of a four-pointed star with laurels, enclosed within a circle. The words Professional Investigators and Security Association shall be arranged around the circle.

Section 4. The official Emblem of the Association shall be used for official Association business only. Use of the official Emblem or Association Name by Members in personal advertising materials, business cards or stationery to infer sanction is prohibited, except with written authorization of the Board. Members may indicate Membership in the Association.

Section 5. The Corporate Seal of the Association shall be in such form and design as the Full Membership may select and shall bear the Name of the Association with 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 President.

Article IV - MEMBERSHIP

Section 1. For the purposes of this Article IV – MEMBERSHIP the following terms shall have the definitions as described below:

(a) "Licensing Authority" shall mean any federal, state or municipal authority in the United States or any other country which regulates, licenses, certifies or registers individuals or businesses in the fields of private investigations or private security services.

(b) "Eligibility Requirements" shall mean the laws, codes or regulations of any Licensing Authority relating to the licensing, certification or registration of an individual or business to operate in the fields of private investigations or private security services.

(c) "Operating Region" shall mean the geographical or political area in which an individual or business operates in the fields of private investigations or private security services.

Section 2. Full Membership is open to all individuals who are fully compliant with the Eligibility Requirements set forth in their Operating Region. All Full Members in good standing of the Association are eligible to serve on Appointive Committees, to vote at any applicable Business Meeting as defined in Article IX – MEETINGS, and are eligible to hold Elective Office.

Section 3. Affiliate Membership is open to all individuals engaged in a profession or occupation related to private investigations or other private security service(s), or who exhibit and express an interest in furthering the standards and Objectives in the Preamble and Article II of these Bylaws. All Affiliate Members in good standing of the Association are eligible to serve on Appointive Committees but shall not be eligible to hold Elective Office nor to vote at any Meeting as defined in Article IX – MEETINGS.

Section 4. Additional Membership categories may be established by the Board as needed. The definition and criteria for any additional Membership categories will be placed in the Association Policies and Procedures Manual.

Section 5. All Membership applications are subject to review, verification and recommendation by the Membership Committee. Once vetted, applicant names are to be published in the regularly-distributed Association newsletter or other official publication then voted upon by the Board where a simple majority shall be sufficient to approve an applicant for Membership.

Section 6. Application for Membership shall be made on a current version of the Association Application Form approved by the Board, accompanied by the appropriate remittance of applicable Dues per Article V – DUES, Sections 1 and 2.

Section 7. The Annual Membership Year shall begin on the first day of January and end on the last day of December of the same year.

Section 8. A Member shall remain eligible for continued Membership in the Association by continuing to be fully compliant with the Eligibility Requirements as stated in the Article IV – MEMBERSHIP, Sections 2 and 3. If at any time during the current Annual Membership Year, a Member is not fully compliant with the Eligibility Requirements within their Operating Region, such Member's Membership will be revoked.

Section 9. A Member shall remain eligible for continued Membership in the Association by acting in strict accordance with the Association's Code of Ethics. If at any time during the current Annual Membership Year a Member has not acted in strict accordance with the Association's Code of Ethics, such Member's Membership will be revoked.

Section 10. A Member who is no longer eligible to continue Membership may request (in writing to the Association) a 90-day grace period beginning with the date of ineligibility. This request must be received within thirty (30) days of the date of ineligibility. The granting of this 90-day grace period is not automatic and requires a simple majority vote of the Board. If the 90-day grace period is granted, the Member must (a) become fully compliant with the Eligibility Requirements before the end of the 90-day grace period (if Membership revocation is due to ineligibility under Section 8 above) or (b) become fully compliant with the Association's Code of Ethics before the end of the 90-day grace period (if Membership revocation is due to ineligibility under Section 9 above).

Section 11. Membership shall be immediately revoked, with no refund of dues, and all of their rights and privileges in the Association shall be suspended, to include removing them from the Association directory, e-mail list and postal mailing list under the following conditions: (a) If the 90-day grace period is requested and granted, but the Member does not fully comply with the conditions set forth in Section 10 (a) and (b) above; (b) The 90-day grace period was not requested; or (c) The request for the 90-day grace period was not received by the Association within the specified time period.

Section 12. Continued eligible Membership in the Association shall be granted after the applicable Membership Dues have been paid in full for the new Annual Membership Year per Article V – DUES, Sections 1 and 2.

Article V - DUES

Section 1. Annual Dues for all Members of the Association shall be set by the Board. A simple majority shall be sufficient to approve any change in the Dues which is deemed necessary. Upon the approval of any change in the Dues, a new version of the Association Application Form shall be created and approved by the Board.

Section 2. Annual Dues shall be paid in full to the Treasurer by the thirty-first day of January. Any Member who does not pay their Dues for the current Annual Membership Year by April 1st shall be deemed delinquent, their Membership shall be automatically revoked and all of their rights and privileges in the Association shall be suspended, to include removing them from the Association Directory, e-mail list and postal mailing list.

Section 3. If Membership has been revoked for non-payment of Dues, a new Association Application Form, accompanied by the appropriate remittance of applicable Dues will be required for reinstatement consideration. See the applicable section of Article IV – MEMBERSHIP for additional requirements.

Article VI - ELECTIONS, OFFICERS' DUTIES and RESPONSIBILITIES

Section 1. All Full Members in good standing of the Association shall be equal with respect to voting privileges and eligibility to hold Elective Office in the Association.

Section 2. Elected Officers of the Association shall consist of: President, First Vice-President, Second Vice-President, Secretary, Treasurer, and two (2) At-Large Officers (without specified geographical representation). No Full Member shall hold the same elected position for more than two (2) consecutive terms without approval by the Board. The First Vice-President shall be the person running for the position of Vice-President with the most votes and the person with the second most votes for the position of Vice-President shall be the Second Vice-President. The two (2) At-Large Officers shall be the two (2) persons running for the position of At-Large Officer receiving the most and second most votes.

Section 3. Candidates for all elected positions will follow any additional requirements or procedures for election as set forth in the Association Policies and Procedures Manual.

Section 4. Officers shall be elected at the September Business Meeting of the Association by secret ballot for a term of two (2) years by a simple majority of votes cast. Votes will be accepted from the Full Membership present as well as electronically, facsimile transmission, or postal mail. All votes not made in person must be received no later than the end of the day prior to the Business Meeting at which voting takes place, and shall include the voter's full name in order to allow confirmation of Full Membership. Officers shall take office at the October Statewide Business Meeting. Officers may be re-elected to office providing they are re-elected in accordance with these Bylaws.

Section 5. The President shall be the chief executive and chief administrative Officer of the Association. The President shall exercise general supervision over the business affairs, interests and welfare of the Association; shall appoint all Standing Committee chairpersons and such other Special Committees or Appointments as deemed necessary. The President shall be an *ex officio* Member of all Committees and preside over all Business Meetings of the Association. The President shall make an annual report to the Membership at the March Statewide Business Meeting and shall serve without compensation.

Section 6. The First Vice-President and the Second Vice-President shall assist the President in the exercise of the duties of that office, shall sequentially preside in the absence of the President and shall perform any and all duties specifically delegated by the President. The Vice-Presidents shall serve without compensation.

Section 7. The Secretary shall keep an accurate account of the minutes of all Business Meetings or Board Meetings of the Association; 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. The Secretary shall: up-date the Association Membership Application Form as necessary; supply and issue these applications; receive such applications when executed; and forward them to the Membership Committee Chairperson for appropriate action. The Secretary shall up-date the Association Policies and Procedures Manual as necessary and serves without compensation.

Section 8. The Treasurer shall: keep a complete and accurate record of all funds received and issue receipts when required; deposit all funds received in a federally insured depository of the Treasurer's selection in the name of the Association; cause an audit to be conducted thirty (30) days prior to the end of the fiscal year by a Committee appointed for such purpose; report all funds received and distributed at each regular Business Meeting or Board Meeting of the Association as requested; and deliver all money, books, papers, records and other Association property to a successor within thirty (30) days. The Treasurer shall be bonded at Association expense in a sum not less than five thousand dollars (\$5,000.00). The Treasurer shall serve without compensation.

Section 9. The two (2) At-Large Officers shall serve without compensation.

Section 10. All elected Officers of the Association shall serve on the Board of Directors of the Association and shall perform such other duties as may be required, approved by the Board and/or set forth in the Association Policies and Procedures Manual.

Article VII - BOARD of DIRECTORS

Section 1. The Board of Directors, herein before and after referred to as the Board, shall be composed of the President, First Vice-President, Second Vice-President, Secretary, Treasurer, Immediate Past-President, two (2) At-Large Officers, and one representative from each subordinate Regional Council, if any. Each individual member of the Board will herein after be referred to as a Director.

Section 2. The Board shall be recognized as the governing body of the Association, and shall perform all duties and functions as set forth in the Bylaws.

Section 3. The Board shall govern the conduct of its own affairs and shall establish, follow, alter, and maintain an Association Policies and Procedures Manual at its sole discretion.

Section 4. The Board shall act in an executive capacity and will vote on any relevant issues and matters which would require action prior to or at any Business Meeting of the Association.

Section 5. Except for the President, each other Director shall have one vote. A simple majority vote of the Board shall be binding on the Association. The President will vote only in the case of a tie vote where he or she then casts a deciding vote.

Section 6. The Board shall have the authority to remove from office, any Officer or Director who fails to perform his or her duties.

Article VIII - APPOINTMENTS, COMMITTEES, and DUTIES

Section 1. The President shall appoint a Regional Coordinator for each subordinate Regional Council. Regional Councils shall be established as deemed appropriate by the Board.

Section 2. The President shall appoint a Chairperson and Co-Chairperson for each Standing Committee, to serve the Association for the term of his or her office.

Section 3. Standing Committee Appointments shall be published at the earliest possible time in the regularly-distributed Association newsletter or other official publication.

Section 4. There shall be the following standing committees:

- Bylaws Committee
- Education and Training Committee
- Legislative Committee
- Membership Committee
- Publications Committee
- Ways and Means Committee

Section 5. The President shall establish other Committees and make Appointments as necessary. The duties of any additional Committees or Appointments will be set forth in the Association Policies and Procedures Manual.

Section 6. The Bylaws Committee shall examine the Bylaws of the Association and when necessary, recommend proposed additions, amendments and/or revisions.

Section 7. 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 8. The Legislative Committee shall study, draft and prepare bills, ordinances, resolutions, or other documents representing the Association's position on issues for local, state, and federal legislative and/or regulatory governmental agencies charged with the administration of matters of interest to the Association. Further, the Legislative Committee shall be responsible for informing Association Members and/or other Committees of proposed industry regulations or legislative matters of interest.

Section 9. The Membership Committee shall have charge of all matters pertaining to Members, to include, but not limited to, the procurement thereof and the verification of all applicants for Membership to be in compliance with the applicable eligibility requirements set forth in Article IV – MEMBERSHIP. Additionally, the Membership Committee shall maintain Membership records and continue to monitor compliance of the applicable eligibility requirements for ongoing Memberships and the renewals thereof. This Committee shall have the power to recommend the denial or revocation of Membership, as appropriate, for just cause to the Board.

Section 10. The Publications Committee shall keep the Members informed of all Association activities and shall be responsible for the preparation, editing and publication of the regularly-distributed Association newsletter or other official publication of the Association. The Publications Committee shall be responsible for the timely publication of all notices pertaining to applicants for proposed membership in the Association. The Association newsletter Editor shall be either the Chairperson or Co-Chairperson of the Publications Committee.

Section 11. The Ways and Means Committee shall seek and recommend methods of developing programs and projects for the purpose of providing revenue to support the activities of the Association. This Committee is also responsible for regularly reviewing the Association Policies and Procedures Manual and recommending any necessary changes to the Board.

Article IX - MEETINGS

Section 1. A “Business Meeting” of the Association is defined as any Meeting where general business of the Association is conducted. Minutes will be taken, any requested Officer reports given, and only Full Members in good standing may vote on any issues properly brought before the Membership. Notification to all Members in good standing must be made, postmarked or electronically dated at least fifteen (15) days prior to the Meeting specifying the date, time, location and purpose of the Meeting. The notification will also state whether attendance is open to anyone or closed to all except Full Members and whether guests may or may not be invited. Notification in the regularly-distributed Association newsletter or other official publication is suggested whenever publication time permits. The frequency of this type of Meeting is typically held monthly and regionally in a location designated by the President or Regional Coordinator; however the frequency and location may change as necessary with the following exception. There must be a September Business Meeting of the Association held for the purpose of Officer Elections as set forth in Article VI – ELECTIONS, OFFICER’S DUTIES and RESPONSIBILITIES, Section 4.

Section 2. A Statewide Business Meeting of the Association shall be held biannually for the purpose of conducting Association business and may also serve as the quarterly Board Meeting for that respective quarter. These Statewide Business Meetings shall be held at a place, time and date to be designated by the President, preferably moved around the state to promote diverse attendance, and must adhere to all other Business Meeting criteria. A statewide meeting, if convenient, may be held at PISA’s annual Symposium.

Section 3. A Special Business Meeting of the Association may be called by the President, any three (3) Officers of the Association or upon written request to the Board by twenty percent (20%) of the Full Members in good standing. The specific purpose(s) of the Special Business Meeting must be stated and adhere to all other Business Meeting criteria.

Section 4. Twelve (12) Full Members in good standing including three (3) Directors shall constitute a Quorum at any Business Meeting of the Association.

Section 5. The President shall preside over any Business Meeting of the Association. For presiding Officer purposes only, in the absence of the President, the order of subsequent succession shall be, to the First Vice-President, Second Vice-President, one of the At-Large Officers, Secretary, Treasurer, and then to the Immediate Past-President.

Section 6. A "Board Meeting" of the Association is defined as any Meeting where business of the Association is conducted to govern the Association as set forth in these Bylaws or the Association Policies and Procedures Manual. This specific purpose of conducting business to govern the Association requires voting by Directors only; however any issues involving general business of the Association may be voted on by any Full Member in good standing in attendance. A Board Meeting of the Association shall be held at least once during each calendar quarter in a location to be designated by the President. Minutes will be taken and any requested Officer reports given. Notification to all permitted and potential attendees must be made, postmarked or electronically dated at least fifteen (15) days prior to the meeting, and specifying the date, time, and location of the Meeting. Notification in the regularly-distributed Association newsletter or other official publication is suggested whenever publication time permits. Attendance may be open, closed to all except Full Members, or closed to all except Directors. If invited guests are in attendance, they may contribute to the discussions, but cannot vote.

Section 7. A Special Board Meeting may be called by the President or any four (4) Directors of the Association providing timely notification is made to all Directors by e-mail, telephone, facsimile transmission, or postal mail. Attendance may take place in person or by conference telephone call. Notification and attendance may be by other electronic means as defined in the Association Policies and Procedures Manual.

Section 8. Three (3) Directors in good standing shall constitute a Quorum at any Board Meeting of the Association.

Section 9. The President will preside over all Board Meetings. For presiding Director purposes only, in the absence of the President, the order of subsequent succession shall be, to the First Vice-President, Second Vice-President, one of the At-Large Officers, Secretary, Treasurer, and then to the Immediate Past-President.

Section 10. Additional classifications of Meetings such as, but not limited to, Regional Council Meetings and requirements thereof may be set forth in the Association Policies and Procedures Manual.

Article X - AMENDMENTS or REVISIONS

Section 1. These Bylaws may be amended or revised upon recommendation of the Bylaws Committee at the March Statewide Business Meeting of the Association, designated as the Annual Business Meeting of the Association, or at a called Special Business Meeting. All proposed amendments or revisions shall be delivered to all Full Members in good standing of the Association, postmarked or electronically dated at least fifteen (15) days prior to the Meeting. Votes on Bylaw issues will be accepted from the Full Membership present at the Meeting, as well as electronically, facsimile transmission, or postal mail. All votes not made in person must be received by the Secretary no later than the end of the day prior to the Meeting at which voting takes place, and shall include the voter's full name in order to allow confirmation of Full Membership. An affirmative two-thirds (2/3) of all votes cast by Full Members in good standing of the Association is required for passage of Bylaw issues.

Section 2. All amendments or revisions to these Bylaws shall become effective immediately following an affirmative two-thirds (2/3) of all votes cast by Full Members in good standing of the Association.

Article XI - PROCEEDINGS

All Proceedings of the Association shall be governed by Roberts Rules of Order on all points not specifically provided for in these Bylaws.

As approved by Membership vote on September 30, 2015.