



# PROFESSIONAL INVESTIGATORS & SECURITY ASSOCIATION

## ***Bylaws***

### PREAMBLE

This association is formed to promote and maintain the highest standards and practices for the private investigative and private security 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 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 abbreviated version 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 non-profit entity in the Commonwealth of Virginia.

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 word *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 or on 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 membership may select, and shall bear the name of the association 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 President.

#### Article IV - MEMBERSHIP

Section 1. Full membership is open to all individuals who meet the eligibility requirements set forth by the appropriate department of any state, federal, foreign or other jurisdiction, to perform private investigations and all private security services. Membership applications are subject to review and recommendation by the membership committee. Applicants' names are to be published in the *PISA News!* and voted upon by the members of the Board whose vote shall determine membership.

Section 2. Business sponsorship is open to all companies who meet the eligibility requirements set forth by the appropriate department of any state, federal or foreign entity, to provide private investigative or security services. Sponsorship applications are subject to review and recommendation by the membership committee. Applicants' names are to be published in the *PISA News!* and voted upon by the members of the Board. A simple majority shall be sufficient to approve an applicant for business sponsorship.

Section 3. Affiliate membership is open to all persons engaged in a profession or occupation related to private investigations or private security services, or who exhibit and express an interest in furthering the standards and objectives in the preamble and Article II of these Bylaws. Affiliate members shall be eligible to serve on appointive committees but shall not be eligible to hold office nor to vote. Applicants' names are to be published in the *PISA News!* and voted upon by the members of the Board. A simple majority shall be sufficient to approve an applicant for affiliate membership.

Section 4. Vendor sponsorship is open to all persons engaged in a business providing equipment, support services, or other services to the Private Security community. Applicants' names are to be published in the *PISA News!* and voted upon by the members of the Board. A simple majority shall be sufficient to approve an applicant for vendor sponsorship.

Section 5. All full members in good standing of the Association shall be equal with respect to voting privileges and eligibility to hold office.

Section 6. Application for membership or sponsorship shall be made on an application form approved by the Association, accompanied by the appropriate remittance.

Section 7. The membership year shall begin on the first day of October and end on the last day of September.

Section 8. Continued membership in the Association shall be granted after membership dues have been paid in full for the new membership year.

### Article V - DUES

Section 1. Annual dues for all full members of the Association shall be decided and voted upon by the Board and passed by majority decision. The dues can be changed to reflect increased costs to the association by majority vote of the Board. For the year 2008-2009, the dues will be \$50.00 for annual membership; \$500.00 for life membership; business sponsors, \$200.00; affiliate memberships, \$150.00, and vendor sponsors, \$300.00.

Section 2. Annual dues shall be paid in full to the Treasurer by the first day of October. Any member or sponsor whose dues for the current membership year remain unpaid on November 1<sup>st</sup> shall be deemed delinquent and all rights and privileges in the Association shall be suspended, to include removing them from the email list and mailing list. If dues remain unpaid on December 1<sup>st</sup>, membership shall be automatically revoked and re-submission of an application required.

Section 3. Upon payment of all dues, past and current, any person whose membership has been revoked for failure to pay dues may be restored to membership or sponsorship upon the recommendation of the Membership Committee.

### Article VI - ELECTIONS, OFFICERS' DUTIES and RESPONSIBILITIES

Section 1. Any full member in good standing may 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) members of the Board who will serve At Large (without specified geographical representation). No member shall hold the same elected position for more than two (2) consecutive terms without a vote 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.

Section 3. Officers shall be elected at the September general business meeting by secret ballot for a term of two (2) years by a majority of votes cast. Votes will be accepted from the membership present at the meeting, as well as electronically and via fax or postal mail. All votes not made in person must be received 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 membership. Officers shall take office at the October general statewide meeting. Officers may be re-elected to office providing they are re-elected in accordance with these Bylaws.

Section 4. The President shall be the chief executive and 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.

Section 5. 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 6. The Secretary shall keep an accurate account of the minutes of all 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; supply and issue applications for membership and receive such applications when executed and forward them to the Membership Committee Chairman for appropriate action; and perform such other duties as may be required. The Secretary shall serve without compensation.

Section 7. The Treasurer shall keep a complete and accurate record of all funds received and shall 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 of the Association; and deliver all money, books, papers, records and other Association property to a successor, within thirty (30) days. The Treasurer shall perform such other duties as required. The Treasurer shall be bonded at Association expense in a sum not less than five thousand dollars (\$5000.00). The Treasurer shall serve without compensation.

Section 8. The elected officers of the Association shall serve on the Board of Directors of the corporation.

## Article VII - BOARD of DIRECTORS

Section 1. The Board of Directors shall be composed of the President, First Vice President, Second Vice President, Secretary, Treasurer, the Immediate Past President, two (2) members of the Board who will serve At-Large (without specified geographical representation) and one representative from each subordinate Council, if any.

Section 2. The Board of Directors shall be recognized as the governing body of the Association, subject to the Bylaws.

Section 3. The Immediate Past President of the Association will be a member of the Board. The current President will preside over all meetings of the Board. In the absence of the President, the First Vice President shall preside. For presiding officer purposes only thereafter, succession shall be the Second Vice President, one of the At-Large Members, Secretary, Treasurer, and Immediate Past President.

Section 4. 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.

Section 5. A majority vote of the Board of Directors voting shall be binding on the Association.

Section 6. All members of the Board of Directors shall have one vote each, except in case of an equality of votes, the President, in addition to his/her original vote, shall have a second or casting vote.

Section 7. The President shall make a report to the membership at the annual meeting of the Association.

Section 8. The Board shall perform all duties and functions as set forth in the Bylaws.

Section 9. The Board shall establish policy governing the conduct of its own affairs and shall alter its procedures in its sole discretion.

Section 10. Three (3) members in good standing shall constitute a quorum at any meeting of the Board.

Section 11. The Board shall have the authority to remove from office, any officer or Board member 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 Chairman and Co-Chairman 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 Association newsletter, or in such publication as the President may select.

Section 4. There shall be the following standing committees:

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

Section 5. The President shall establish other committees and make appointments as necessary.

Section 6. The Bylaws Committee shall examine the Bylaws of the Association and, when necessary, will recommend proposed 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, 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; 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 the procurement of new members and shall thoroughly investigate all applicants for membership; further, 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.

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 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 Association newsletter Editor shall be either the Chairman or Co-Chairman of the Publications Committee.

Section 11. The Ways and Means Committee shall seek and recommend means of developing programs and projects for the purpose of providing revenue to support the activities of the Association.

### Article IX - QUORUM

Section 1. Twelve (12) members in good standing including two (2) members of the Board of Directors shall constitute a quorum to transact business at any regular or special meeting of the Association.

Section 2. No person shall take active part in any Association meeting unless such person is a member in good standing.

### Article X - MEETINGS

Section 1. Regular Board meetings of the Association shall be held at least once during each calendar quarter in a place to be designated by the President and announced in a timely manner in the *PISA NEWS!* Statewide meetings of the Association shall be held in March and October and shall serve as a regular Board meeting for the respective quarter.

Section 2. Regional Council meetings shall serve as membership meetings and will be held at a time and location determined by the Regional Council and members of the regional council's committee and announced in a timely manner. These meetings should be announced in the *PISA NEWS!* and should not coincide with the Quarterly Board meetings which are open to everyone. The number of meetings will be determined by the Regional Council and the amount of participation.

Section 3. Special meetings of the Association may be called by the President to transact any business of the Association deemed appropriate, providing timely notification to all members in good standing is made specifying the date, time, place and purpose of the meeting.

Section 4. Any three (3) officers of the Association may call a special meeting of the Association to transact business of the Association deemed appropriate, providing timely notification to all members in good standing is made specifying the date, time, place and purpose of the meeting.

Section 5. The President shall schedule a special meeting of the Association upon written request of twenty percent (20%) of the members in good standing, who shall state the date, time, place and purpose of the request.

## Article XI - AMENDMENTS or REVISIONS

Section 1. These Bylaws may be amended or revised at any meeting of the Association by two-thirds (2/3) of all votes cast by members in good standing. Votes will be accepted from the membership present at the meeting, as well as electronically and via fax or postal mail. All votes not made in person must be received 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 membership. All proposed amendments or revisions shall be mailed to all members in good standing, postmarked or electronically dated at least fifteen (15) days prior to the meeting.

Section 2. All amendments or revisions to these Bylaws shall become effective immediately following an affirmative vote of the membership.

## Article XII - PROCEEDINGS

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

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As amended, May 2008.