

BY-LAWS OF THE SOCIETY OF PROFESSIONAL INVESTIGATORS



Effective: October, 2024

The Society of Professional Investigators was formed in 1956 when ten investigators met and decided to formulate an organization dedicated to foster networking between law-enforcement professionals. They envisioned an organization that would be called The Society of Professional Investigators of New York.

They were investigative professionals who began their careers toiling during World War 2 for the Office of Strategic Services/ Office of Strategic Intelligence, (OSS/OSI), which was the predecessor to the Central Intelligence Agency (CIA).

Today, the Society of Professional Investigators is comprised of, but not limited to Licensed Private Investigators from all States, DNA specialists, Cyber-Security experts, Forensic Investigators, Technical Surveillance Countermeasures, (TSCM) Odontologists, Forensic Accountants, Attorneys, and members of the law- enforcement investigative community.

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BY-LAWS OF THE SOCIETY OF PROFESSIONAL INVESTIGATORS

ARTICLE I: OFFICES

Section 1.1: NAME

The name of the corporation is Society of Professional Investigators, Inc. ("SPI"). The corporation is a New York State Domestic, Not-for-Profit Corporation, with New York State Department of State Identification Number 97350 and a filing date of July 9, 1956.

Section 1.2: SEAL/CREST

A. The Seal of the corporation is the trademarked property of the corporation. Use of the Seal is by permission only, revocable at the discretion of the SPI President. The Seal is comprised of a blue five-pointed star enclosed by a blue circular band on a white circular background with the words " JUSTICE LOYALTY FRATERNITY" in blue. The star and white circular background are contained within a blue circular band with the words "SOCIETY OF PROFESSIONAL INVESTIGATORS" in white with two white roundels.

B. The President's Seal was established in September 2021 and is comprised of a circular blue band, with the words "SOCIETY OF PROFESSIONAL INVESTIGATORS" There is a gold star on each end between the words SOCIETY and INVESTIGATORS. The center has the letters diagonally, SPI.

C. The SPI CREST was established in October 2024 and is comprised of a twelve-points round image, with diagonal Letters SPI, in the center. The outer border contains the words "Society of Professional Investigators," with a star on each side. The lower centered banner has either the words EST. 1956 or President.

D. The display of either Seal of the Society of Professional Investigators or the President's Seal shall acknowledge and represent the Society and signify that the bearer of that symbol is an esteemed member, in good standing of the organization. Use of the Seal is by permission only, revocable at the discretion of the SPI President.

ARTICLE II: PURPOSE AND GOALS

Among the purpose and goals of SPI are the following:

- a) To cultivate and advance knowledge of the science and technique of professional investigation.
- b) To elevate and maintain high standards and ethics for the profession.
- c) To promote the efficiency of the investigator in the professional services performed.

- d) To preserve the memory of services rendered by the investigative profession in the battle against crime, racketeering, fraud, and corruption in both the government and private sectors.
- e) To encourage, foster, and develop between members of the profession a spirit of mutual understanding of their respective problems, duties, and obligations as professional investigators.
- f) To encourage, foster, and develop relations of mutually beneficial interest between members of the profession.
- g) To hold meetings to present and discuss relevant papers and topics and for social and professional intercourse.
- h) To grant awards and citations for meritorious service in the field of investigation or as directed by the Board of Directors.
- i) To procure, preserve, perpetuate, and disseminate knowledge and information relating to each of the above subjects and the objects for which this Society is formed.

ARTICLE III: MEETINGS AND RULES

Section 3.1: RULES OF MEETINGS

All Membership and Board of Directors meetings shall be conducted in accordance with Robert's Rules of Order unless otherwise provided herein. All Executive Committee, Standing Committees, Committees, and any other entities created by the President shall be conducted in accordance with Robert's Rules of Order upon proper motion.

Section 3.2: CONSTRUCTION

These By-laws shall be strictly construed in favor of the objectives, purposes, and policies of the Society as stated in Article II.

Section 3.3: MEETINGS DEFINED

As used herein, Membership Meeting refers to quarterly meetings and the Annual Gala Meeting of the Society, which generally occurs in September of each year. Board of Directors Meetings, Executive Committee Meetings, Standing Committee Meetings, Committee Meetings, and meetings of any entity created by the President refers to those meetings specifically organized and called in accordance with the enumerated sections set forth herein. Social Media or Chat groups should not be created as a quasi means by any Board member or Committee member to discuss the business of the Society.

Section 3.4: TIME, PLACE, METHODOLOGY

- A. Regular meetings shall be held at a time, place, and methodology selected by the President. There shall be at least three (3) Board of Director's Meetings each calendar year.
- B. The order of business at the annual meeting of the members shall be as follows:
- (a) Roll call,
 - (b) Reading of minutes of last preceding meeting,
 - (d) Report of President,
 - (e) Report of Secretary,
 - (f) Report of Treasurer,
 - (g) Election of Directors,
 - (h) Transaction of other business mentioned in the notice.

Section 3.5: SPECIAL MEETINGS

A Special Meeting is defined as any Board Meeting which is not a regularly scheduled Board Meeting. A Special Meeting of the Society may be called at any time by the President, on their own initiative. On the written application of at least two-thirds of the members in good standing, setting forth the reasons thereof in writing to the President, the President must call a Special Meeting. Notice of the Special Meeting shall be sent to all members and shall indicate the purpose for which it is called.

Section 3.6: QUORUM & VOTING

- A. The number necessary to constitute a quorum for the transaction of Society business at a Board of Director's Meeting is governed by Robert's Rules of Order, except to the extent otherwise provided for herein. To determine a quorum for the Board of Directors Meeting, Officers in attendance shall be counted; past presidents shall not be counted.
- B. The quorum for a Board of Director's Meeting shall be any combination of six (6) Officers and At Large Directors, such combination to be recorded in writing. Once a quorum is determined at any meeting of the Board of Directors, the business of the Board may be conducted. Notwithstanding any provision to the contrary, Directors and/or committee members who leave a meeting are still present for the purposes of a quorum if they were in attendance at the time the meeting was called to order. If a quorum is not established the board should take measures to establish a quorum or take a recess or adjourn any vote until such time that a quorum is established.

C. The Immediate Past President shall have one vote. To transact Board of Directors Meeting business, all Officers shall be included as members of the Board of Directors and shall be entitled to vote, except as otherwise provided herein.

D. Any action permitted to be taken by vote may be taken without a meeting upon the consent of all of the members entitled to vote thereon, which consent shall set forth the action so taken. Such consent may be written or electronic.

ARTICLE IV: MEMBERSHIP

There shall be the following classes of Membership:

Section 4.1: FULL MEMBER

Full Membership shall be open exclusively to those individuals who shall have a minimum of five (5) years, full-time employment experience, in the investigative service of an official governmental or quasi-governmental agency formed for law enforcement purposes; or, three (3) years, full-time employment experience as a Licensed Private Investigator, Manager or Executive in a Licensed Private Investigation Agency; or Executive; Proprietary Investigator, Security Executive, Certified Fraud Examiner, Certified Public Accountant; Attorney; or Applicants from other States or Countries with equivalent credentials and experience.

Section 4.2: LIFE MEMBER

The Board of Directors shall confer the title of Life Member on a FULL Member who, in lieu of the payment of the established FULL Membership dues, makes a onetime dues payment to the Society in an amount to be established by the Board of Directors. A Life Member shall not thereafter be required to pay annual membership dues. A Life Member may vote in all FULL membership matters.

Upon the majority vote of the BOARD, the title of LIFE MEMBER may be revoked if that Member engaged in any activity that would violate the standards and requirements of a FULL MEMBER.

Section 4.3: HONORARY MEMBER

The President may bestow the designation of Honorary Member to an individual who has rendered exceptional service to the Society of Professional Investigators or the community-at-large. All privileges of Membership shall be granted to the individual so honored, but with the exception of full member voting privileges. Honorary Members remain in that position for the duration of the term of the President. That person shall remain with that designation unless the President decides to revoke that title or incoming the President decides to revoke that title from the Honorary Member. An Honorary Member can become a Full Member with the payment of regular dues. An example of an

Honorary member is a spouse of an active law-enforcement officer slain in the line of duty.

Section 4.4: STUDENT MEMBER

Student Membership shall be open to a senior college student, with two letters of recommendation from professors or graduate student in the field of Criminal Justice, law or accounting, cyber-security, investigations or related fields of study and has or intends to apply to a Federal State or Local law-enforcement or licensed investigative agency or investigative firm for appointment to that agency or investigative firm. Such members shall be eligible for the upgrade to FULL Membership upon attaining the qualifications and submitting an application to the Membership Committee for entrance into those classes of Membership.

Section 4.5: VOTING RIGHTS

Only FULL MEMBER status shall convey the privilege of voting in any Society business and the privilege of holding any elective office of the Society. Entrance into all classes of Membership shall be made with the approval of the Board of Directors upon meeting the requirements for such Membership, as enumerated, and limited Supra.

Section 4.6: MEMBERSHIP REQUIREMENTS

The proposed Member shall be a person of good moral character, shall swear or affirm that they have no Criminal Convictions, and shall have served with due fidelity to their profession. They shall also adhere to the Society's Bylaws. The proposed Member must provide valid and verifiable credentials to attest to their qualification for Membership.

Section 4.7: MEMBERSHIP INFORMATION

A. The membership list(s) of the Society are confidential and are the sole property of the Society. These lists are retained in the custody of the President, who is authorized to release these lists as needed to any Officers, Directors Committee Chair(s), Committee Co-chair(s), and Committee Vice-chair(s) in connection with the business of the Society.

B. The membership list(s) cannot be distributed in any format or medium without the express written consent of the President.

C. The membership lists may not be used in any manner whatsoever by any member, without the express consent of the President, to solicit, importune or otherwise contact the Membership of the Society.

D. Where the President withholds release of the membership list(s), such decision may be reversed by a two-thirds vote of the Board of Directors.

E. Use of the membership list(s) in violation of the requirements outlined in this Section shall be grounds for immediate expulsion from the SPI.

Section 4.8: RENEWAL QUALIFICATION

Membership renewal shall be granted to a member in good standing. During the renewal process, the Member will be required to ascribe to the provisions of the Membership Committee, including, but not limited to, the payment of renewal dues, to upload credentials for verification of their continued membership eligibility.

Section 4.9: APPLICATION AND RE-APPLICATION FOR MEMBERSHIP

A. Applicants for Membership shall make their application in a form prescribed by the membership committee and approved by the Board of Directors, and the President's final approval. Membership shall be granted to all qualified applicants upon payment of all membership dues owing at the time of admission to Membership in the Society.

B. Members who are in arrears in payment of dues, assessments, or other financial obligations to the Society, after forty-five (45) days from membership expiration date and/or other financial obligations shall forfeit Membership. This period may be extended for good and sufficient reason at the discretion of the President. Any member resigning or whose Membership has been forfeited without prejudice may reapply for reinstatement. Such application shall be considered as a new application as provided for by the Membership Committee.

C. A member shall automatically lose good standing in the Society for any of the following reasons:

1. Non-payment of dues, assessments, or other obligations to the Society when due and payable.
2. Upon suspension or expulsion by the Board of Directors.
3. Any substantiated serious misconduct, as determined by the Board of Directors of misuse of the online Listserv maintained by the Society.
4. Conduct prejudicial to the good order of the organization.
5. Upon conviction of a felony.

ARTICLE V: OFFICERS

Section 5.1: DESIGNATION

The elected Officers shall consist of the President, Vice President, Secretary, Treasurer, and Sergeant-At-Arms/Parliamentarian. The elected officers and the Immediate Past President shall be the Executive Committee of the Society.

Section 5.2: ELIGIBILITY

Only full members authorized to vote shall be eligible to become elected officers of the Society. Eligibility for election to office in the Society shall be extended to all voting categories of the Membership only.

Section 5.3: ELECTION AND TERM OF OFFICE

A. Election of the Officers shall take place every two years.

Elected Officers of the Society shall hold that elected office in accordance with the By-laws until their successors are elected.

B. Timing of Elections.

Commencing in 2021, Elections shall be announced and shall take place between May 15 and August 15 in each election year. The election process shall be conducted electronically, for example, with www.electionbuddy.com. The results will be provided to all members by that service provider by no later than midnight of the next day of the election. The new Board of Directors will be sworn in by the President during the SPI September Gala or during the September meeting and shall assume their duties and responsibility in their elected positions at that time.

Section 5.4: REMOVAL

An Officer may be removed for cause by a vote calling for removal by three quarters (3/4) of the Board of Directors. The vote of the past president for the purposes of this Section shall be counted as one vote.

Section 5.5: ABSENCE

An Officer shall not accept the position unless that person intends to attend all Executive Committee, Board, and Membership Meetings except for illness, serious personal or professional difficulties, or official business. In the event of absence, an Officer shall request in writing, e-mail, or text message, that they be officially excused by the President at any time prior to the call to Order of a meeting requiring their attendance. Failure to obtain a presidential excuse twice during that Officer's term shall be an automatic forfeiture of that office. The office shall be declared vacant by the President at the next regularly scheduled Board of Directors Meeting. The unexpired term shall be filled by a voting Member of the Association who receives the majority vote of the Board of Directors. The approved minutes of the Board of Directors shall create a rebuttable presumption of correctness that any absence of any officer is excused or unexcused.

Section 5.6: DUTIES OF OFFICERS

The duties and powers of the Officers shall be as follows:

A. The President shall be the Chief Executive Officer of the Society. It shall be the President's responsibility to oversee and coordinate the activities of the Society and to preside, either physically, call-in or an Internet meeting collaboration platform, at all Officers, Board of Directors, and Membership meetings. The President shall be the sole spokesperson for the Society and shall appear publicly for the Society and promote its policies, objectives, and resolutions whenever practicable. The President may delegate the spokesperson responsibility as is necessary to fulfill the duties of the President and promote the mission of the Society. The President shall have responsibility for policy matters at all meetings and shall have the authority to create committees consisting of members, subject to the membership requirements set forth in Article IV; appoint a Chairperson or Co-chairpersons, Vice-chairs, or other committee members. The President shall have the authority to discontinue committees, except for Standing Committees, which are explicitly provided for in the By-laws, and to remove the Chairperson or Co-chairpersons, Vice-chairs, or other committee members. The President may create *ad hoc* committees to address issues relating to the interests, purposes, and objectives of the Society. The duties of the President shall include overall responsibility for serving as a full voting *ex officio* member to all committees.

B. The President shall appoint six (6) members to the Board of Directors. These shall be known as At-Large Board of Directors.

C. The President serves as the sole webmaster of the SPI website, any other Internet social media platform created for SPI branding. Additionally, the President SPI newsletter's editor and is responsible for approving its content. The President may delegate the operation of these matters to others but retains the responsibility to ensure its content reflects the highest professional image.

D. The Vice President shall, in the absence of the President, perform all the duties of the President.

E. The Secretary shall:

1. Attend all meetings of the Society and make regular entries in a book (or computer medium) of minutes, to be kept by them for that purpose, all proceedings at such meetings, and the names of all members who attend. To safely hold as custodian of and on behalf of the Society all books, correspondence, and copies thereof, and any other records he is required to keep, or which come into his possession, custody, or control by virtue of their office.
2. Give due advance notice of regular and special meetings of the Society to all members, to notify the members of the Board of Directors as to the dates of their meetings and at least ten (10) days in advance of said Board of Director's meetings, transmit to each Member thereof the proposed agenda and the substance of any specific proposals which may be expected to be called to a vote at said Meeting. E-mail Notice of Board Meetings must only

be disseminated by the Secretary at such times that the President directs it to be done.

3. To promptly enroll newly elected members and to notify them of their election as such.
4. To promptly notify officers of their election as such.
5. To officially address and receive, except as otherwise herein provided, all communications in the name of the Society.
 - (a) US Mail may be received by another Board Member as assigned by the President, from the designated mailing address, but shall be forwarded via US Mail in a timely fashion or presented to the Secretary in person by that Board Member.
 - (b) The President may receive US Mail from the designated mailing address and review and process that communication accordingly. If funds addressed to the Society are received, the President will forward that remittance to the Treasurer for processing or Deposit those funds with the Society's banking institution. The President shall forward a copy of the receipt of that Deposit, via e-Mail, to the Treasurer for administrative processing.
6. Perform such other duties as this office may require.

F. The Treasurer shall:

1. Receive and deposit in an account in the name of the Society in a sound and well-established banking institution to be approved by the Board of Directors, all the monies, securities, funds, and credits of or on behalf of the Society.
2. Keep regular accounts of all receipts and disbursements in a computerized format, such as Intuit QuickBooks.
3. Report to the Board of Directors at each Meeting of the Board, a report of the financial state of The Society.
4. Receive all receipts due to the Society from any of the Committees of the Society for any of their activities.
5. Provide such other service and duties as may be assigned by the President.
6. Draw up, sign and remit to the respective payees thereof all checks covering every expenditure of or on behalf of the Society. These checks shall not be valid obligations of the Society unless and until countersigned by the President or Vice President if they exceed \$1,500.

7. Prepare, provide, and submit an Annual Report which shall contain an accounting of our organization from the immediately preceding year, a copy of which must be furnished by him or her to the Secretary on or before the First Meeting of each year. This Report shall reflect the fiscal condition of the affairs of the Society, as of the last day of December of the preceding year.
8. Except as otherwise provided in the Constitution and these By-Laws of the Society, to take, receive, hold, and safely keep as custodian of and on behalf of the Society, all the assets that may come into the ownership, possession, or control of the Society.
9. Provide a suitable Director's & Officer's Insurance Policy, approved by the Board of Directors, at the expense of the Society, the purpose for which shall be the indemnification of the Society and its officers and agents during the activities of the Society.
10. Record and keep on file the name and address of all members of the Society.
11. Notify all members of the dates on which assessments become due and payable and the amounts thereof.
12. Members will receive weekly renewal e-mail notices two (2) months prior to the membership expiration date. Members who have failed to pay dues withing forty-five (45) days of their membership expiration date will forfeit their membership and become a former member of the Society. Former members will have to re-apply for membership paying the application fee then in effect.
13. Make available for inspection a copy of the Treasurer's Annual Report to each Member of the Society in attendance at each Annual Meeting.
14. In the event the President and the Vice-President shall be unable to perform the duties of their offices, the Treasurer shall perform all duties of the President.

G. The Sergeant at Arms/Parliamentarian shall:

1. Attend all meetings of the Society and maintain order at these meetings. This will include, but is not limited to, general Membership, Special, and Board of Directors meetings.
2. Be the Official Parliamentarian at all meetings of the Society.
3. Will set up and ensure that the Society Banner and the United States American Flag are correctly displayed before the commencement of each Meeting, and the breakdown and secure said Society property.

4. Will set up and ensure that any equipment used for presentations is in good working order and any equipment used for video conference is operational and secure.

Section 5.7: THE EXECUTIVE COMMITTEE

A. The Executive Committee shall be designated by the President and selected from the elected officers and appointed at-large directors.

B. The purpose of the Executive Committee shall be to execute all Association business and transactions during the interim period between Board of Directors meetings. The Executive Committee shall meet as necessary and may meet by telephonic or other electronic transmissions to manage the business of the Society.

C. The Executive Committee shall solely hear all grievances, solely conduct any hearings, if necessary, and also shall solely determine all violations of these By-laws by any member. The President may appoint a subcommittee of the Executive Committee to undertake all the functions enumerated in this SECTION 11, B. Such subcommittee shall have all the powers of the entire Executive Committee only for the functions enumerated in SECTION 11, B. Where appropriate, the subcommittee may make recommendations to the entire Executive Committee. The Executive Committee shall promulgate guidelines for hearing all grievances or violations of these By-laws by any member. These guidelines shall be submitted to the Board of Directors for approval. The Executive Committee shall review the guidelines every two years commensurate with the election of Officers and submit all changes to the Board of Directors for approval.

Section 5.8: VACANCIES

If an Officer, other than the President, is incapable of serving and will remain incapable for a substantial period of the remaining term, such person shall be deemed to have created a vacancy. The determination of such vacancy shall be made by three-quarters vote of the Board of Directors present at a Scheduled Meeting or Emergency Meeting called by the President. Upon such determination, the vacancy so created shall be filled pursuant to the provisions of these By-laws.

A director elected or appointed to fill a vacancy in an unexpired term shall hold office until the end of the term in which the director was elected or appointed to fill, or for a term to be determined by the board which ends at an annual meeting until his or her successor is elected or appointed and qualified.

Section 5.9: VOLUNTARY OR INVOLUNTARY LEAVE OF ABSENCE OF THE PRESIDENT

A. If the President finds him/herself unable to fulfill the duties of their office, the President may choose to take a leave of absence. In that event, the Immediate Past President shall notify the Board of Directors within ten (10) business days, post an

announcement on the Society's Website. The length of the leave of absence shall be determined by the President.

B. If the President is unable to fulfill the duties of their office, and the President does not take a leave of absence, the Executive Committee may determine that a leave of absence is appropriate and necessary and may place the President upon involuntary leave of absence. The determination of whether the condition for an involuntary leave of absence has been met shall be made by a three-quarters (3/4) vote of the full Executive Committee. Notice of the Executive Committee determination placing the President on an involuntary leave of absence, with a statement of reasons, shall be given to the Board of Directors by electronic mail within five (5) business days of the determination. Within five (5) days after notice has been given, the Board of Directors shall respond, either ratifying or disproving the involuntary leave of absence. If the involuntary leave of absence is not ratified by three-quarters (3/4) vote of the full Board of Directors, it shall be null and void.

C. During the President's leave of absence, their duties shall devolve to the Vice-President who shall serve as Acting President.

D. The involuntary leave of absence may be lifted at any time by a majority vote of the Executive Committee.

E. At any time while the involuntary leave of absence is in effect, the President may ask the Executive Committee to lift the involuntary leave of absence. In that event, the Executive Committee shall have seven (7) business days to consider and act upon the request. The involuntary leave of absence shall be lifted by a majority vote of the Executive Committee. If the Executive Committee denies or fails to act upon the request within business days, the President may appeal to the full Board. The Acting President shall transmit the President's appeal to the full Board of Directors by electronic mail, and the Board of Directors shall respond within seven (7) business days. The involuntary leave of absence shall lift upon a vote of the majority of the full Board.

ARTICLE VI: BOARD OF DIRECTORS

Section 6.1: QUALIFICATIONS

All Full Members of the Association who are authorized to vote are eligible to become members of the Board of Directors.

Section 6.2: NUMBER OF MEMBERS

The Board of Directors shall consist of the five (5) Officers listed in Article V, Section 1, and six (6) other At Large Directors appointed by the President. All Officers and At Large Directors shall serve the same two-year term.

The Immediate past president may remain on the Board and have one vote until the current President is no longer in office. All At Large directors serve at the discretion of the President and can be removed at any time without cause.

Section 6.3: CONFIDENTIALITY OF BOARD MATTERS

All matters discussed by the Board, orally or in writing, including e-mails, are confidential and can only be released to outside organizations, including employers, membership organizations, and governmental entities, with the written permission of the President.

Any violation of this Section may result in administrative action up to and including expulsion from the organization.

Section 6.4: POWERS AND DUTIES OF THE BOARD OF DIRECTORS

A. The Board of Directors shall manage the business and affairs of the Society. Unless otherwise provided herein, any act of the majority of the voting members present at a Board of Directors Meeting shall be an act of the Board of Directors.

B. To interpret and execute the provisions of the By-Laws.

C. To remove any officer of the Society or any member of any of its committees for cause by an affirmative vote of not less than three-quarters (3/4) members of the Board of Directors.

D. To approve or disapprove the suspension, expulsion, or any other action of members recommended by the Executive Committee.

E. To temporarily fill any vacancy in any office of the Society, except that of President, and in any committee pursuant to the provision of Article 4 of these By-laws.

F. To approve and authorize all expenditures more than \$1,500.

Section 6.5: TERM OF OFFICE

Members of the Board of Directors elected by the Members shall be elected in accordance with Article V 5.3 and hold office for a period of two years.

Section 6.6: LIMITATION OF SERVICE

In no event shall a Director elected by the Members be re-elected after serving three consecutive two-year terms. This limitation of service shall apply to all Directors elected after 2022.

Section 6.7: ABSENCE, INCAPACITY, VACANCY, REINSTATEMENT

A. A Director shall not accept office unless the person intends to attend all Board meetings except for illness, serious personal or professional difficulties, or official business. In the event of anticipated absences, the Director shall at any time prior to the call to Order of a meeting requiring their attendance request in writing to the President to be officially excused. Failure to obtain a presidential excuse three (3) times during that Director's term shall create a vacancy in that Director's Board seat. The approved minutes of the Board of Directors Meetings shall create a rebuttable presumption of

correctness that any absence of any Director was excused or unexcused. The position shall be declared vacant by the President at the next regularly scheduled Meeting of the Board of Directors. Before filling the vacant Board seat, a Director who contests the vacancy must petition in writing the remaining Board of Directors and the Officers for reinstatement as outlined in Section 8 of this Article.

B. The unexpired term of a Director that becomes vacant shall be filled by a qualified member as defined in these By-laws. The qualified Member of the Society who receives the majority vote of the Board of Directors shall be elected to fill the unexpired term of the vacant seat. When the President declares the existence of a vacancy, the Secretary shall promptly notify the Board of Directors. The Board of Directors shall promptly fill the vacancy at the first scheduled Meeting of the Board of Directors following the declaration of the vacancy.

C. Elections rules and procedures will be proposed by the Elections Committee for consideration and adoption by the Board of Directors preceding each such election held under this Section.

D. If a Director is incapable of serving and will remain incapable for a substantial period of their term, such person shall be deemed to have created a vacancy. The determination of such vacancy shall be made by a majority of the voting Members of the Board of Directors present at a scheduled meeting.

Section 6.8: CONTESTED VACANCY, PROCEDURE

A. In the event a seat on the Board of Directors has been declared vacant, the following procedures shall govern where the Board Member contests their vacancy:

B. The Secretary shall notify the person by certified US Mail of the vacancy of the Board of Directors. A written petition for reinstatement and request for personal appearance must be submitted to the President within thirty (30) days from the date the notice was mailed.

C. Copies of the written petition shall be transmitted to the entire Board of Directors. The petitioner will have the burden of proof to show: (a) good cause why the petitioner is entitled to reinstatement; or (b) good and just excuses(s) of the petitioner's absences and failure to obtain presidential excuses.

D. The Board of Directors shall vote to reinstate or uphold the vacancy. The majority vote of the Board of Directors shall be final.

Section 6.9: REMOVAL

A. A Director may be removed for cause by a vote calling for such removal by a three-quarters vote of the Board of Directors.

Section 6.10: RESIGNATION

A. A Director may resign at any time by providing notice to the Secretary. The Secretary shall inform the President and the Executive Committee of such resignation.

Section 6.11: LAWSUITS, THREATS, INABILITY TO OBTAIN INSURANCE AT REGULAR BOARD MEMBER RATES

A. Any member of the Board of Directors who institutes or threatens any legal action, of which indirectly affects SPI or engages in any other conduct, so that coverage is necessitated under the terms of any insurance policy provided to SPI by an insurance carrier, shall be prohibited from attending in person or otherwise and voting at Board meetings until the threat, legal action or any other conduct whether directly against or affecting SPI is deemed fully resolved by a 2/3 majority vote of the Board members in attendance at a duly called Board meeting. The initial determination as to prohibition as outlined in this paragraph shall be determined by the President of SPI after due consultation with the Executive Committee.

B. Notwithstanding any provision in the previous immediate paragraph of this Article, Section 10, no Board member who has engaged in any of the enumerated activities may return to the Board of Directors unless and until full compensation is made to SPI for the increased costs of insurance coverage. This reimbursement can be waived by a 2/3 majority of the Board of directors.

ARTICLE VII: COMMITTEES

Section 7.1: COMPOSITION

Committees shall consist of volunteers appointed by the President from all membership categories.

Section 7.2: RULES

All procedures except as provided in these By-laws shall be governed by Robert's Rules of Orders, upon proper motion, unless otherwise provided in these By-laws.

Section 7.3: COMMITTEE REPORTS

All committee chairs may file a timely written report before each scheduled Board meeting for distribution to the Board of Directors. The President may direct a committee to file a report before a Board of Directors Meeting.

Section 7.4: NOMINATING COMMITTEE

The Immediate Past President shall appoint a Nominating Committee and Chair the Nominating Committee.

Section 7.5: DUTIES

- A. To advise the Secretary of the Society in advance of the time and place of each Meeting and promptly furnish them with the minutes of such Meeting.
- B. To nominate from the FULL MEMBERS roster in good standing candidates for election to each of the Offices referred to in these By-laws. The Nominating Committee shall endeavor to ensure diversity of Representation whenever practicable, including minority and gender representation.
- C. Nomination of candidates for election to all Officer Positions referred to these By-laws shall be voted by a majority of the members of the Nominating Committee.
- D. To submit in writing the names of its nominees to the Secretary and the President no later than the thirtieth (30) day of June, of each election year and to be published in the October Newsletter for the Membership, or on The Society's Web site.
1. To promulgate rules and regulations for the conduct of nominations, including but not limited to when nominations will be considered, the method of nominations, the dates by when persons shall apply for nominations, whether persons shall be required to be interviewed for Officer positions, the method by which persons may run by petition for any Officer position, publication of names of nominees, except that there shall be no self-nominations. There shall be nominations from the floor of any Meeting of this Society.
 2. The Chairman of the Nominating Committee shall review all such regulations.
- E. The Committee may begin in January of each election year and submit its findings for approval by the Board of Directors no later than June 30 of each election year.

Section 7.6: TERM

The Members of the Nominating Committee shall serve until the next set of Officers are sworn into office.

Section 7.7: THE ELECTIONS COMMITTEE

1. The Elections Committee have the responsibility to select an appropriate online vendor to host the election.

NOTE: The Election Committee shall consider the confidentiality of the voting process and the results' integrity when selecting an online election vendor.

2. The Elections Committee shall set forth rules and regulations for the conduct of elections of the Society, including but not limited to the system

by which ballots will be cast and the dates by which ballots shall be sent to and returned by the members.

3. The Election Committee shall review all such regulations beginning the second week in January of each election year and shall submit for approval by the Board of Directors by no later than June 30 of each election year.
4. Those members in good standing at the time such ballot results are provided by the online e-election vendor. They have received the majority number of votes for each of the offices referred to and shall be elected to those offices.
5. All elected Officers and Directors shall assume the duties of their respective offices upon the date of their official installation and administration by the President of their Oath of Office.

B. If the President is unable to administer the Oath of Office to the incoming Board, the Vice President shall assume that duty.

Section 7.8: THE MEMBERSHIP COMMITTEE:

A. The President shall appoint a Membership Committee and the Chair and Vice-chair.

B. Duties

1. To receive applications for Membership in the Society, consider their merits, and pass upon the same after adequate investigation of the applicant.
2. To promulgate regulations for Membership in the Society and submit the same for approval by the Board of Directors. The Membership Committee shall review all such regulations beginning the second week in January of each election year and shall be submitted for approval to the Board of Directors no later than March 30 of each election year.
3. To notify the President and Treasurer of the Society in writing of the rejection of any candidate for Membership, setting down the cause for said rejection.
4. To notify the President and Treasurer of the Society of selecting a candidate as a proposed member.

ARTICLE VIII: BY-LAW AMENDMENTS

These by-laws may be altered, amended or repealed and new by-laws may be adopted by a majority of the directors present at any regular meeting or at any special meeting, if at least two days written notice, via e-mail is given of intention to alter, amend or repeal or to adopt new bylaws at the meeting. Changes to by-laws typically require review of at

least forty-eight hours (48 hrs.) in advance of the regular or special meeting for proper diligence.

ARTICLE IX: SUSPENSION OF BY-LAWS

A. These By-Laws may be suspended in case of emergency by the majority vote of all those present at a regular meeting of the Board of Directors at which a quorum is present.

B. These By-Laws may be suspended at a special meeting under the same conditions but only with the approval of two-thirds (2/3) of the Board of Directors.

ARTICLE X: INDEMNIFICATION

A. The Society of Professional Investigators, Inc. shall, to the fullest extent of the law, defend, indemnify, and hold harmless all past, present, or future directors and officers and their agents, as identified and defined in this By-Laws. In its discretion and in accordance with the law, it may indemnify and hold harmless any agent or employee of this Society from all liabilities, expenses, and counsel fees reasonably incurred in connection with all claims, demands, causes of action, and other legal proceedings to which they may be subjected by reason of any alleged or actual action or inaction in the performance of the duties of such officers, directors, employees of the Society or their agents or employees on behalf of the Society.

B. Under no circumstances shall this Article be construed to hold any member, officer, employee, or agent of the Society personally liable for their actions on behalf of the Society.

C. This Article shall not be interpreted to obligate the Society for more than \$10,000 per occurrence, except as modified by a two-thirds (2/3) majority vote of the Board of Directors on a duly constituted meeting of the Board of Directors.

D. All actions and payments made pursuant to this Article of the By-Laws must be approved by a two-thirds (2/3) majority of the Board of Directors at a duly constituted meeting of the Board of Directors.

ARTICLE XI: CODE OF ETHICS

Section 11.1: GUIDELINES

A. Any member may file a grievance against any other member within 90 days of the alleged incident. The Executive Committee may file a grievance against any member for violation of the By-laws within 20 days of the alleged incident.

B. Pursuant to the appropriate By-law provisions, the Executive Committee shall have the power to solely hear and determine grievances, solely hold hearings, and solely make decisions and recommendations regarding grievances or violations of these By-laws for approval, rejection, or alteration by the Board of Directors.

C. Procedures for filing a grievance:

1. A member shall file in writing a grievance which must utilize the language "I AM FILING A GRIEVANCE AGAINST...." The Member must specify the person(s) against whom the grievance is being filed and must specify the grounds upon which the grievance is based.
 - (a) The person filing the grievance shall be the GRIEVANT, and the Person who is the subject of the grievance shall be the ACCUSED.
 - (b) The GRIEVANT shall send the written grievance to the SPI Secretary by certified mail return receipt requested, who shall promptly transmit the same to the SPI General Counsel.

D. Procedures Once Grievance Is Received

1. The SPI General Counsel shall notify the ACCUSED in writing of the grievance attaching the GRIEVANT'S filing by certified mail return receipt requested.
2. Counsel shall notify the President within ten business days of receiving the grievance from the Secretary.
3. The President shall within five days of receiving notice from Counsel set a date for convening the Executive Committee or a subcommittee thereof, shall notify Counsel of such date, and Counsel shall notify the GRIEVANT and the ACCUSED of the date set for a hearing by certified mail return receipt requested.
4. The GRIEVANT and the ACCUSED shall appear at the hearing.
5. Each party may represent themselves or may choose to have Representation of their choosing, and at their own expense, the only limitations being that no party may have as their representative an individual who has threatened or is in litigation with SPI or any witness to the proceedings at the time of the proceedings.
6. Each party shall have the right to one and only one adjournment of the original hearing date provided that such individual notifies the Secretary of SPI or Counsel 48 hours in advance of the time set for the hearing. Failure to abide by this provision shall result in the hearing moving forward without the party who has failed to adhere to the procedure and shall constitute a complete waiver of the right to be present as provided in these procedures. Each party will be solely responsible for providing their witnesses on any date set by the Executive Committee or a subcommittee for a hearing.
7. Each party may submit all documents it wishes considered by the Executive Committee or any subcommittee thereof, provided that all documents must

be submitted to the Secretary or Counsel no later than three days prior to the date set for a hearing. In the event a party wishes at the time of a hearing to submit any documentary evidence to the Executive Committee, then the Executive Committee may consider such submission as a late submission, may disregard such submission, may accord less or no significance to such late submission and may grant the opposing party such time as the Executive Committee or a subcommittee thereof decides to provide rebuttal evidence.

8. Each party shall appear before the Executive Committee or a subcommittee with the GRIEVANT going first. The Grievant shall be entitled to make an opening statement, no longer than 15 minutes unless such time is extended by a vote of the Executive Committee or a subcommittee thereof to the Executive Committee which is pertinent to the charges made in the grievance. If the opening statement does not address the charges in the grievance in the determination of the Executive Committee or a subcommittee thereof, then the Grievant opening statement will be halted. After the opening statement, the GRIEVANT shall submit to any questioning by any member of the Executive Committee or a subcommittee thereof. The GRIEVANT shall answer all questions of the Executive Committee or a subcommittee thereof. The ACCUSED shall not be permitted to cross-examine the GRIEVANT or any of the GRIEVANT'S witnesses. After a GRIEVANT'S opening statement and questioning, witnesses for the GRIEVANT may testify. They shall make a pertinent statement to the charges before the Executive Committee or a subcommittee and be subject to questioning. They shall answer any and questions asked by the Executive Committee or a subcommittee thereof.
9. After the GRIEVANT'S evidence has been presented; then the ACCUSED shall have the same rights and be subjected to the same procedures as outlined in Section f above.
 - (a) There shall be no rebuttal by either party. The Executive Committee or a subcommittee reserves the sole right to call any party or their witnesses back upon due notice to obtain all information necessary to make a just and fair determination.
 - (b) The Executive Committee or a subcommittee thereof shall have 60 days to render a written decision. Neither party shall have any right of appeal to the Executive Committee or a subcommittee or the Board of Directors. The Executive Committee or a subcommittee thereof after 60 days or sooner shall serve in writing its decision to the President of the Board of Directors. The Board of Directors at its next regularly scheduled Meeting or a Special Meeting, in Executive Session, shall approve, disapprove, or alter the decision and/or recommendations of the Executive Committee or a subcommittee thereof.

10. Once the Board of Directors has decided the grievance decision; it shall notify the parties in writing by certified mail return receipt requested of the Board's decision.
 - (a) The hearing conducted by the Executive Committee, or a subcommittee thereof shall be recorded, and the portion of any Board of Director's Meeting which undertakes a discussion of the decision and recommendations shall be recorded.
 - (b) Refusal by any party to fully cooperate with the Executive Committee or a subcommittee thereof in its conduct of a grievance including but not limited to conduct which disrupts the hearing, including by any representative of the parties, a refusal to acknowledge any communication from the Executive Committee or a subcommittee thereof to a party, a failure to provide the Executive Committee or a subcommittee thereof with a correct mailing address shall result in an adverse inference against the non-cooperating party.
11. The Executive Committee or a subcommittee thereof in the first instance without a hearing may determine that a grievance is meritless and/or frivolous, in which case it shall dismiss the grievance, make a finding with respect to GRIEVANT'S actions in bringing such an action. It shall recommend to the Board of Directors as to any action which should be taken against the GRIEVANT up to and including expulsion from the Society. The Executive Committee or a subcommittee may utilize all procedures not specifically enumerated herein necessary for its determination to further the interest of obtaining information to render a fair and just decision, including but not limited to extending all deadlines herein.

Section 11.2: CODE OF CONDUCT

- A. When acting on behalf of the Society of Professional Investigators (SPI), a SPI Board member must comply with New York State & Federal law, act ethically, and avoid conflicts of interest or the appearance of conflicts of interest.
- B. This Code of Conduct applies to all board members of SPI.

Section 11.3: LEGAL OBLIGATIONS OF DIRECTORS AND OFFICERS

- A. The obligations of board members to SPI are governed by the State of New York Not-for-Profit Corporation law as well as precedents construing that law. The law established that the directors and officers owe a fiduciary duty to SPI, including the duty of care and loyalty. Nothing in this Code of Conduct is intended to reduce disclosure duties as may be required by law.
- B. The duty of care concerns an officer's or board member's competence in performing their functions as a director or officer. A board member must exercise their

responsibilities in good faith, with that degree of diligence, attention, care, and skill that an ordinarily prudent person would exercise under similar circumstances in a like position.

C. The duty of loyalty owed by a board member to a non-profit organization requires that the Director or officer act in a manner that does not harm the corporation. The duty of loyalty requires the faithful pursuit by the board member of the corporation's interests rather than the financial or other interests of the board member or another corporation they serve. It further requires a board member to avoid using their position to obtain improperly a personal benefit or advantage that might more properly belong to the corporation. To satisfy the duty of loyalty, the board member must act in good faith and a manner they reasonably believe to be in the corporation's best interests.

Section 11.4: CONFLICTS OF INTEREST

A. Except with disclosure of the conflict to and consent of SPI, a board member may not act in carrying out their SPI responsibilities if they may be affected by a conflict of interest. A conflict of interest arises when a person, business, financial, or, in the case of a lawyer or private investigator, or accountant, client interest of the board member may affect the objectivity of the board member's actions on behalf of SPI or conflicts with the interests of SPI. A personal interest may arise from the board member's association with another association or non-profit corporation. A business interest arises when the board member is an employee or consultant or has another business arrangement with another public or private concern. A significant financial interest includes an ownership interest in the securities of public or private concern. A concern in which a director or officer has a personal, business, or financial interest is referred to in this Code of Conduct as an "Entity" For purposes of this Code of Conduct, a business or financial interest of the spouse or any family member who lives in the individual board member's household is attributed to the individual. A business or financial interest of a partner, associate, employer, or more remote relative, of an individual board member is not automatically attributed to the individual. However, as a matter of good practice, where the individual is aware of such a business or financial relationship that conflicts with the interest of SPI, the individual should disclose it to and obtain the consent of SPI to avoid the potential for subsequent embarrassment.

B. Situations in which a conflict of interest may arise include, but are not limited to, those where the individual:

1. Approves or recommends the purchase of major equipment, materials, or other items for SPI from an Entity.
2. Negotiates or influences the negotiation of contracts between SPI and the Entity.
3. Accepts gifts, gratuities, or special favors from any person or entity that does or is attempting to do business with SPI, other than gifts with a fair market value in any year of \$50 or less.

4. Uses their position or activities for SPI to further the interests of a particular client or other person or entity.
5. Espouses a position (by speaking or voting for the position) that the Member knows would benefit a particular client without disclosing such fact (but not necessarily the client's name).

C. Recognizing that business relationships routinely exist between and among directors, such relationships do not constitute a conflict of interest, or the appearance thereof, unless such a relationship could impact a director's judgment on a matter affecting SPI. Membership on the Board of Directors of other non-profit organizations does not constitute a conflict of interest.

Section 11.5: MISUSE OF CONFIDENTIAL INFORMATION OF SPI

A. Except with disclosure to and advance written consent from SPI, or in furtherance of SPI's activities in which they are authorized to act, a board member shall not reveal to any third person or use for their own purposes any of SPI's proprietary business or financial information, records, results, work product or other information acquired in connection with the board member's SPI activities that is not generally available to non-board members or the general public.

B. Any reveal or use in contravention of the foregoing provision shall be construed as misuse of confidential information.

Section 11.6: PRESERVATION OF TAX EXEMPTION

A. Board members should be aware that SPI is a charitable organization and that, in order to maintain its federal tax exemption: (i) it must engage primarily in activities that accomplish one or more of its tax-exempt purposes, (ii) it may not allow a substantial part of its activities to consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Internal Revenue Code) it may not participate in or intervene in (including the publication or distribution of statements), any political campaign on behalf of (or in opposition to) any candidates for public office.

B. SPI and its Board members shall not be bound by any political statements or activity of any board member. No board member who makes a political statement or engages in political activity shall state or imply that such statement or activity is on behalf of SPI.

Section 11.7: RESTRICTIONS ON REPRESENTING SPI

A. When acting as a representative of SPI, each board member shall conduct themselves consistent with the fiduciary duty of a board member to not adversely affect SPI's public image or credibility or hinder the accomplishment of its missions. In any interaction with the public press or other entities or organizations, a board member may not speak for SPI other than to repeat explicitly stated Board positions. However, a board member

who is a member of an SPI committee or Section may state the views of the Committee or Section as authorized by the President or duly adopted policies.

B. A board member of SPI may not use SPI stationery for personal correspondence or to conduct business or marketing on behalf of her/her business, employer, or other organization.

Section 11.8: ADMINISTRATION OF CODE OF CONDUCT

A. Whenever this Code requires a board member to make disclosure to and obtain the consent of SPI, such disclosure shall be to and such consent from the Board of Directors. Whenever this Code requires an employee to make disclosure to and obtain the consent of SPI, such disclosure shall be to and such consent from the Chief Executive Officer. If a board member has reason to believe that another board member has an undisclosed conflict or potential conflict of interest or other violation of this Code, they should disclose the reason for such belief to *the General Counsel* who will, in consultation with the Chief Executive Officer, advise the Board of Directors on the existence of a violation.

B. The Secretary, annually and at other times on request from any member of the Board, shall make copies of this policy and forms for disclosing conflicts to the members of the board. Any board member may request a determination from the Board as to the existence of a conflict of interest. The Board's decision, by majority vote, shall be determinative. All board members shall be advised of this policy and must acknowledge in writing their willingness to abide by it as a condition of service as a board member.

ARTICLE XII: NOMINATION RULES AND REGULATIONS FOR ELECTIONS

Section 12.1: PROCEDURES

A. Each election year, the Nominating Committee (Committee) shall notify the Membership, by whatever means the Committee determines, of the procedures that will be followed for nominations in an election year.

B. The procedures for nominations shall be issued to the Membership no later than June 30 in an election year.

C. The Committee shall provide in its notice to the person seeking nominations the time period when nominations shall occur, the method by which a person can seek nomination and when the person can apply to be nominated, whether an interview by the Committee will be required, whether a statement of the prospective candidate concerning their qualifications, background, etc. will be necessary, the method by which persons may run for a petition, what the petition must contain when the petition must be submitted and to whom. The Committee shall provide the petition form and where the petition can be obtained.

Section 12.2: NOMINATION BY PETITION

A. All nominations by petition shall be signed and dated by the candidate. To be nominated by petition, a candidate must obtain the legible signatures of three full members in good standing. It shall be the obligation of the candidate to determine that the three petition signatures are from full members in good standing at the time the petition is submitted for consideration by the Committee.

Section 12.3: DISPUTES

A. The Elections Committee shall decide all disputes regarding nominations, the entire nominating process, and petitions. Any candidate who disputes or has a claim regarding the nomination process shall submit in writing to the Committee or any person designated by the Committee the specific nature of the dispute no later than August 15 in an election year. The decision of the Committee of any dispute regarding the nominating process shall be non-appealable and final.

B. The Committee shall have the authority to make all rules and regulations changes without Board approval if such should prove necessary to effectuate the nomination process in any given election year. Rules promulgated in this manner must then be approved at the next regularly scheduled Board meeting.

ARTICLE XIII: ELECTIONS

Section 13.1: ELECTION RULES AND REGULATIONS

A. These rules are intended to apply to all elections conducted by the Society of Professional Investigators pursuant to their by-laws.

Section 13.2: CANDIDATES AND CAMPAIGNING

A. Each candidate standing for election to any office shall provide the Membership a positive statement no greater than 150 words in length which may contain the following:

- (a) Any pertinent background information regarding work experience.
- (b) Any information regarding positions held in SPI, including but not limited to all accomplishments. Where committees are listed as information, the candidate shall affirmatively state what the Committee accomplished and what the candidate's role entailed.
- (c) Any educational background information.
- (d) Any awards, honors, etc. received at any time.
- (e) Any writings, public appearances, etc.

- (f) Any other information which conveys to the Membership the experience, background, etc., of the candidate.
- (g) All ideas for change or reform, including but not limited to planned projects.

B. The statement shall contain no personality attacks, disagreements with other persons, political statements, political party affiliation, or SPI policy. The Election Committee reserves the right to edit any statement which it believes violates the aims, purposes, and goals of these rules and regulations and/or the By-laws of SPI.

C. The Elections Committee shall inform each candidate of the date by which their statement is due. The campaign statement shall be sent to the SPI Counsel's office and must be received by the SPI Counsel's Office by the close of business (5:00 pm EST) on the date designated for receipt by the Elections Committee. A campaign statement not received by the designated date shall not be sent along with the ballot.

D. The statement shall constitute the only form of campaigning permitted by SPI. These rules and regulations forbid advertising, phone chains, use of social media of any kind, etc. The fact that a particular event or possibility is not specified in these rules and regulations shall not be a basis for a candidate employing any scheme, artifice, or device to subvert the campaign statement. If there is any doubt regarding campaigning, a candidate shall contact the Chairman of the Elections Committee, or any individual designated by the Election Committee to seek an opinion **before** employing any scheme, artifice, or device. The decision of the Elections Committee shall be presented to the President for final approval and is non-appealable.

Section 13.3: COMPLAINTS

A. A failure to abide by these rules and regulations shall be a basis for disqualifying a candidate by the Elections Committee before or after an election. Any disqualification of a candidate may be appealable to the Board of Directors. Any persons on the Board of Directors who were candidates in the election subject to disqualification cannot participate in any appeal of a disqualification.

B. Any complaints regarding elections shall be in writing, signed, and delivered to the head of the Elections Committee or any person designated by the Elections Committee, no later than the close of business two days before any scheduled election time period ends. Any complaints regarding elections that are filed after an election has ended shall follow the same procedures outlined in this immediate paragraph, except such complaint must be sent to and received by the Elections Committee or any person designated by the Elections Committee no later than one week after a designated election period has ended. Complaints filed in violation of these rules and regulations regardless of when a purported violation was discovered shall not be considered.

Section 13.4: BALLOTS

- A. All ballots shall be uploaded to the approved and authorized online election portal by the Election Committee.
- B. Ballots shall be sent only to full members in good standing.
- C. Ballots for elections for Officers shall be sent no later than July 15 during an election year or a different date if such should prove necessary as determined by the Election Committee.
- D. Each ballot shall contain the name of the candidate(s) for each office.
- E. Each ballot shall include the candidate's campaign statement as provided for in these rules and regulations. If the candidate does not provide a candidate's campaign statement, the space provided for the candidate's statement shall be left blank.
- F. Each notification of the election shall contain the date by which the ballot must be submitted.
- G. Each ballot may contain any other information of a procedural nature only as determined by the Elections Committee.
- H. In the event a complaint is filed pursuant to these rules and regulations, the SPI Counsel shall retain the ballots for five years.

Section 13.5: NOTICE

- A. The Elections Committee shall send a copy of these Election Rules and Regulations to all candidates by any means designated by the Elections committee, including the candidates' address and or e-mail address on file with SPI. The dominant method of communicating with a candidate shall be via e-mail. All candidates standing for office must take appropriate steps before an election to ensure that their contact information is updated.
- B. Anyone who meets the qualifications for office and stands for election automatically ascribes and agrees to abide by these Election Rules and Regulations.

Section 13.6: LISTSERV FORUM

- A. Purpose: To provide SPI members to voluntarily network with other SPI members for current and future employment opportunities. Member Participation in the Listserv is entirely voluntary. It is solely created as a fraternal tool for our members to network for future opportunities, based on their specialized training, background, experience, certifications, and credentials.
- B. The Listserv will not be used to promote or disparage any member. Such conduct will be grounds for immediate removal from the Listserv and possible expulsion from SPI.

Section 13.7: REMOTE MONTHLY OR BOARD MEETINGS

The Board adopts the following resolutions setting guidelines and procedures for membership participation through remote communications. The President can call a meeting using Zoom or some other similar Web-Based or Internet video conferencing platform of the board's choosing that is capable of receiving and transmitting video and audio.

Participants should have a driver's license, passport or other government issued ID card available to show on video that member's identity, when requested.

The Board will be the administrator and/ or otherwise in control of the meeting by and through control over the video conferencing platform, which includes, but is not limited to:

1. Conducting the meeting using the same procedure as if the meeting were being held with everyone physically present, except to the extent otherwise stated herein:
2. Keeping all remote participants muted, except the designated board member, unless and until the designated board member turns the meeting over to someone else or opens the meeting up to discussion on a particular agenda item;
3. Only allowing one (1) person to speak for a reasonable time, on the specific agenda item being discussed and the Chairperson determines which person speaks while everyone else remains muted.

If electronic voting is not being used for the meeting, voting will be conducted by roll call and voice for members participating by remote communication. If electronic voting is being used for the meeting, members can vote electronically in accordance with the board's procedures for electronic voting.

When monthly meetings are conducted remotely, an access fee, as determined by the Board may be charged to the authorized SPI member to remotely access the monthly meeting. The SPI member will not share their access code information with any other member without the express permission of the President or his/her designee.

Paul G. Babakitis, LPI
President
Society of Professional Investigators