

Bylaws of the Council of International Investigators, Inc.

ARTICLE I

NAME AND PURPOSE

SECTION 1. The Name of the Council shall be the COUNCIL OF INTERNATIONAL INVESTIGATORS, INC. and in all noncontractual matters may be known as COUNCIL OF INTERNATIONAL INVESTIGATORS or C.I.I.

The purposes for which the corporation is formed are:

To encourage a greater association between the owners and operators of private investigator companies and agencies or security professionals; disseminate information relating to the proper and appropriate standard practices to enhance the profession; to elevate the standards of the profession to create a greater respect for the profession by ethical and sincere dealings among its members and with the public; and by educational processes, to develop an ever increasing awareness of the necessity for the value of the services rendered to the communities which our members serve.

ARTICLE II

EMBLEM

SECTION 1. The official emblem of the Council may be used by members in good standing on stationery, on their websites, and on advertising matter for the purpose of identifying members of the Council.

ARTICLE III

MEMBERSHIP

SECTION 1. There shall be six (6) classes of membership: (1) Certified Member; (2) Qualified Member; (3) Senior Member; (4) Associate Member; (5) Affiliate Member; (6) Honorary Member.

SECTION 2. Any individual, in a firm, partnership or corporation engaged in the profession of private investigation, private patrol operation, security professional, or similar profession shall be eligible for membership in the Council by agreeing to and complying with these Bylaws and the Rules & Regulations or as same may be amended or altered. Membership shall not be granted to an individual whose principal occupation is in one of the following: Debt Collection, Auto Repossession, Service of Process, Marital Investigations or Transportation of Currency.

SECTION 3. CERTIFIED MEMBERSHIP shall be granted to an individual who complies with the provisions of Section 2, has been so engaged for a minimum of five years, and has been a principal of his/her organization for at least three years, whether consecutive or not. Certified members shall have the right to attend meetings, participate in proceedings, serve on committees and perform duties as assigned. Certified members shall have the right to vote and hold office. Certified Membership status shall be granted to a maximum of two (2) persons in any one firm, only one (1) of whom may hold elected office at any one time.

SECTION 4. QUALIFIED MEMBERSHIP shall be granted to a principal of a company meeting all criteria of a Certified Member except that he/she has not operated their own business for a period of three years. Qualified membership shall be granted to a maximum of two (2) persons in any one firm. They shall have the right to attend meetings, participate in proceedings, serve on committees and perform duties as assigned, but shall have no right to vote or hold office.

SECTION 5. ASSOCIATE MEMBERS shall be those individuals who have been recommended and sponsored by a Certified Member. The Board shall review their application and they shall remain as Associate Members as long as sponsorship continues. Associate Membership shall be restricted to the spouse of, or any employee of a Certified Member or the spouse of a deceased member. They shall have the right to attend meetings, participate in proceedings, serve on committees and perform duties as assigned, but shall have no right to vote or hold office. The Board shall review Associate Memberships annually.

SECTION 6. AFFILIATE MEMBER shall be recommended for membership in the Council by a Certified member. An Affiliate Member may come from an industry which furnishes materials or a service to any of the businesses outlined in Article III, Section 2 or an Affiliate Member may be any person empowered by position within a corporation or company to initiate, supervise, or contract for an investigation. Affiliate Members shall have the right to attend meetings, participate in proceedings, serve

on committees and perform duties as assigned, but shall have no right to vote or hold office. Affiliate Members shall hold Affiliate Membership at the pleasure of the Certified Member who recommended them and who may terminate said membership upon notice to the Council Secretary and approval of the Executive Board at which time membership shall cease. An Affiliate Member's membership shall also cease forthwith if the Affiliate Member ceases to be in an industry as described above or leaves his/her empowered position within a corporation or company.

SECTION 7. A SENIOR MEMBER shall have been a Certified Member for a period of not less than ten years and be retired from the active profession. Application for Senior Membership must be in writing and must be approved by a two-thirds vote of the Executive Board. A Senior Member shall not be eligible for nomination or election to any office other than as Director on the Executive Board, but shall be entitled to vote at all meetings of members. Senior Membership may also be granted to any member who has maintained continuous membership for ten years and is over the age of 69 or any past president who has maintained continuous membership for over ten years.

SECTION 8. HONORARY MEMBERS: The Executive Board may from time to time confer Honorary Membership upon any individual who has performed some particular service for the Council or who has in some way performed matters of importance for law enforcement or on behalf of the progress of criminal or civil investigation. Any individual so honored shall have the right to attend meetings, participate in proceedings, serve on committees and perform duties as assigned, but shall have no right to vote or hold office.

SECTION 9. All members in the Council must meet the following requirements:

- (a) Shall be of high moral character and no criminal charges undisclosed;
- (b) Shall be of good financial standing;
- (c) Shall be licensed or registered in their jurisdiction when required.

SECTION 10. All requests for membership in the Council must be made in writing, filed with the Council Secretary, and approved by the Executive Board.

SECTION 11. Upon the proper filing of an application and non-refundable application fee, the C.I.I. Headquarters shall announce the name of the applicant to the members in order that all members have an opportunity to submit objections regarding any applicant for membership. Any member's objection to any applicant shall be in writing, signed by the

member and filed with the Secretary within thirty (30) days of announcement of the application. [See Article XIII. Section 6.]

SECTION 12. When an application is tabled for any reason, it can be tabled only twice. Subsequent to that the applicant will be advised that his/her application has been denied.

SECTION 13. Any member in good standing may resign from membership effective upon filing a resignation in writing with the President. However, the resignation of a member shall not become effective while formal charges are pending against that member in accordance with the procedures elsewhere provided herein.

SECTION 14. MEMBERSHIP OBLIGATION: Each member of the Council agrees to be bound by the Constitution, these Bylaws, the Rules & Regulations and any amendments thereto, and to be bound by the lawful actions voted by the Executive Board or voting members.

SECTION 15. MEMBER LIABILITY: No member of the Council of International Investigators, Inc. shall be personally or otherwise liable for any debts and/or obligations of the Council.

SECTION 16. INDEMNITY: To the fullest extent permitted by law, the Council shall indemnify and hold harmless any and all past, present or future Board Members and Officers, as identified and defined in these Bylaws, and in its discretion and in accordance with all international laws from all liabilities, expenses, fees reasonably incurred in connection with any and all claims, demands, causes of action and other legal proceeding to which they may be subjected by reason of any alleged or actual action or inaction in the performance of the duties of such Board Member, or Agent on behalf of the Council.

ARTICLE IV **OFFICERS**

SECTION 1. The Officers of the Council shall consist of an elected President, a First Vice President, a Second Vice President, a Third Vice President, a Secretary and a Treasurer.

SECTION 2. The Third Vice President shall be elected from the Certified Members of the Council in good standing. The Third Vice President shall naturally progress to the office of the President.

SECTION 3. The Secretary and the Treasurer shall be elected by a two-thirds vote of the Executive Board.

SECTION 4. The term of office for the Officers of the Council shall be one year.

ARTICLE V
DUTIES OF OFFICERS

SECTION 1. PRESIDENT

(1) The duties of the President shall be the chief executive officer of the Council. The President shall preside at all meetings of the Council, other than Board Meetings, deciding all questions of order and preserving order and decorum at these meetings. The President shall exercise general supervision over the business affairs, interest and welfare of the Council in accordance with its purposes and objectives.

(2) The President shall appoint all standing committees and such special committees, as he/she deems necessary, acting as ex officio member of each committee.

(3) The President shall appoint a Sergeant at Arms and Election Tellers.

(4) The President shall appoint an Audit and Finance Committee.

(5) The President shall call special meetings of the Executive Board upon the written request of five members thereof, which specified the reason that meeting is to be called, and he/she shall call special meetings of the Council at the written request of twenty-five percent of the Certified and Senior Members thereof, which specified the reasons for that meeting.

(6) The President shall sign all Membership Certificates together with the Secretary

(7) With Board approval, the President shall appoint a Certified Public Accountant, or any other qualified person, to audit the books, records, invoices, bank accounts, insurance bonds and all other financial matters of the Council, prior to the Annual General Meeting. The report of that accountant or other qualified person and the Audit Committee shall be presented to the membership at the Annual General Meeting.

(8) The President shall appoint the Editor of the INTERNATIONAL COUNCILLOR subject to approval of the Executive Board.

(9) The President shall perform such other duties as are incidental to the office of President. The President may assign such of his/her duties, as he/she deems necessary and appropriate to the First, Second, and Third Vice Presidents of the Council.

(10) The President shall be reimbursed for reasonable expenses incurred on behalf of the Council in the performance of his/her official duties. These expenses are subject to approval of the Board.

(11) The President of the Council shall make a report to the membership of the Council of the activities of the Council at each Annual General Meeting.

SECTION 2. VICE PRESIDENT

(1) The duties of the First, Second and Third Vice President shall be to assist the President in the performance of his/her duties and to perform any and all duties specifically delegated to them by the President.

(2) In the event of the death, resignation, removal, suspension or incapacity of the President, the Vice Presidents, in their numerical order, shall assume and exercise the duties of the President for the unexpired portion of the term.

(3) The First Vice President shall be designated as President Elect by the Executive Board no later than April 15th.

(4) The First Vice President will serve as Chairman of the Legislative Committee. This committee will be responsible for the rules and regulations governing the Council. Any changes, or ideas for change, will be submitted to the First Vice President for consideration by the committee and then for presentation to the Board and/or Annual General Meeting of the membership.

(5) The Second Vice President will serve as Annual General Conference Chairman. He/She will perform as liaison with the conference organizers and will report to the Board with regard to his/her plans for the conference. He/She will be responsible for organization of the conference that occurs when he/she is elevated to the position of First Vice President. It is expected that he/she will assume responsibility for this during his/her term of office as Third Vice President.

(6) The Third Vice President will be responsible for membership and shall assist the Second Vice President in the organization of the Annual General Meeting.

SECTION 3. SECRETARY AND TREASURER

(1) The duties of the Secretary and Treasurer shall be as described in the Rules & Regulations.

SECTION 4. ATTENDANCE AT MEETINGS The attendance of all Officers at Annual General Meetings and other scheduled Board Meetings shall be compulsory unless the Executive Board excuses the Officer. Acceptable excuses for missing a Board Meeting are: a) family matters, b) subpoenas, c) ill health and d) business pressures. One unexcused absence from a scheduled Annual Meeting may be deemed sufficient to be removed from elected office by a two-thirds vote of those Board Members in attendance at that meeting. If an Officer misses two meetings in a row, or two consecutive electronic votes he/she could be removed from Office.

SECTION 5. VACANCIES IN OFFICE A vacancy created in any Office between Annual General Meetings shall be filled by a Certified Member for the unexpired term of office by a vote of the Executive Board. The vote may be taken by a poll of members of the Executive Board through

correspondence by the Chairman of the Board. All members of the Executive Board shall be given the opportunity to submit nominee(s) for the vacancy.

SECTION 6. CORRESPONDENCE Any Officer, Executive Board Member or Member sending an official communication on official letterhead shall submit one copy to the C.I.I. Headquarters at the time the original communication is sent.

ARTICLE VI

APPOINTMENTS AND COMMITTEES

SECTION 1. The President shall designate a Chairman for each of the following Standing Committees and Special Committees as approved by the Executive Board except as may otherwise be specified in the Bylaws.

SECTION 2. The Standing Committees of the Council shall be as follows:

- (a) **LEGISLATIVE COMMITTEE**, which shall aid members in matters pertaining to new legislation and amendments to existing laws. It shall investigate the advisability of adopting any proposed changes to the Bylaws of the Council and report its recommendations thereon to the Executive Board and to the membership at the Annual General Meeting.
- (b) **MEMBERSHIP COMMITTEE**, which shall have charge of all matters pertaining to membership in the Council. It shall endeavor to secure suitable new members and shall introduce new members when present at the meetings. It shall investigate applicants for membership and report its findings to the Executive Board for final action.
- (c) **PUBLIC RELATIONS COMMITTEE**, which shall keep the public informed of the Council's activities and shall assist the Secretary by writing articles for the INTERNATIONAL COUNCILLOR.
- (d) **NOMINATING COMMITTEE**, which shall receive all nominations for officers of the Council and follow the procedure as outlined in Regulations. The Nominating Committee shall consist of the Secretary, President and Chairman of the Board.
- (e) **AUDIT COMMITTEE**, which shall consist of the Third Vice President and two members to be appointed by the President. The duties of this committee shall be the auditing of all receipts and disbursements of the Council and to make recommendations, reference the financial condition and any moneymaking projects of the Council.
- (f) **INTERNATIONAL INVESTIGATOR OF THE YEAR AWARD COMMITTEE**, which shall determine the winner of that award each year.

HISTORY OF THE INTERNATIONAL INVESTIGATOR OF THE YEAR AWARD At the Council's Annual Meeting held in Edinburgh, Scotland in October 1976, the President of the Association of British Investigators at the time, Zena Scott Archer, personally delivered a silver loving cup to the Council with the request by the A.B.I. that it be presented each year to a Council member who best exemplifies the high professional and moral standards of the Council.

Each year at the Annual Meeting, a Certified Member of the Council of International Investigators is honored as the "International Investigator of the Year." Any person may make nominations during the year and election is by a majority vote taken during the meeting and after the reading of the nominations and supporting documentation.

Since the recipient must surrender the trophy at the end of the year, another award was initiated to remain the personal possession of each annual recipient. This award is known as the "Keith Rogers Memorial Plaque." It honors one of the respected original founders of our Council, Keith M. Rogers, now deceased.

The Council will be forever grateful to the Association of British Investigators for what has become an extremely proud tradition in our Council.

(g) **MERITORIOUS SERVICE AWARD COMMITTEE**, which shall consist of the President, Secretary, Executive Regional Director and two (2) members from the general membership of the Council. The two (2) Council Members from the general membership must be either Certified or Senior Members in good standing. The MSA Award honors meritorious service to the Council of International Investigators, to the security and/or investigative industry, or to the community in general by a member of the Council. The MSA Award may be given annually to any member of the Council in order to recognize outstanding achievement and/or contribution.

(h) **STANDING EDUCATION COMMITTEE**, which shall consist of the Board of Directors, the President and the First Vice President.

(i) **STRATEGIC PLAN COMMITTEE**, which shall consist of the Chairman and two members of the Board.

(j) **MALCOLM W. THOMSON, CII MEMORIAL AWARD COMMITTEE**, which shall determine the winner of the award each year. This Committee will include the Chairman of the Board, President, Secretary, Executive Regional Director, and one Board member.

SECTION 3. The Chairman of each Standing and Special Committee shall make a report to the membership at the Annual General Meeting, and a copy of that report shall be submitted to the Secretary.

SECTION 4. There shall be a Conference Committee appointed by the Board, which shall be responsible for the selection and administration of the Annual General Meeting, and a copy of that report shall be submitted to the Secretary.

ARTICLE VII

EXECUTIVE BOARD

SECTION 1. The Executive Board shall consist of twelve members plus the immediate Past President who may serve for one year as an ex officio member of the Board with full Board privileges. The current President, First Vice President, Second Vice President, Third Vice President, Secretary and Treasurer shall also serve as Board members.

SECTION 2. The Executive Board shall elect the Chairman at the first Board meeting immediately following the Annual General Meeting. The Chairman will be one of the twelve Board members or the Past President in his/her capacity as an ex officio member of the Board.

SECTION 3. The term of office for elected Directors of the Executive Board shall be three years. The unexpired term of any Director, which becomes vacant, shall be filled by any Certified or Senior Member by vote of the Executive Board.

SECTION 4. The Executive Board shall hold a regular Annual Board Meeting immediately following the regular Annual General Meeting and Seminars of the Council.

SECTION 5. The President or Chairman of the Executive Board may call special meetings of the Executive Board. Correspondence including electronic communications between the Chairman of the Board and the members thereof shall be regarded as a meeting provided that a poll is taken by mail upon any questions submitted by such correspondence and the result made known to the Board Members by the Chairman. For the purposes of this subsection, correspondence will consist of communications via mail, facsimile, or e-mail format. In keeping with legal requirements, any action taken by mail, facsimile, or electronic format must be with all Board members voting.

SECTION 6. The Chairman of the Executive Board shall preside at all meetings of the Executive Board. In case of any equality of votes, the Chairman, in addition to his/her original vote, shall have a second or casting vote. In the absence of the Chairman the President will preside.

SECTION 7. Eight members shall constitute a quorum at any regular meeting or special meeting of the Executive Board. A majority of that quorum shall be sufficient to transact business properly before such meeting unless otherwise provided herein. The special requirements for special meetings by mail, facsimile, or electronic format are noted in Section 5.

SECTION 8. The Executive Board shall perform all duties as set forth in the Constitution, Bylaws and the Rules & Regulations and such other duties as are normally incidental to the Executive Board.

SECTION 9. The Executive Board shall be empowered to make rules & regulation governing the standards of professional conduct of Council members. Violations of such rules & regulations shall constitute grounds for disciplinary action pursuant to the Bylaws and the Rules & Regulations.

SECTION 10. All matters pertaining to the activities and management of the Council shall be submitted to the Executive Board unless otherwise provided for in the Bylaws.

SECTION 11. The Executive Board shall not approve any budget nor shall it incur any debts in excess of the anticipated annual revenues of the Council for any year unless a special fund to provide for such excess, and the revenues necessary to meet same, is established by the Executive Board and ratified at a regular or special meeting of the Council by a majority vote of all Certified and Senior Members present and voting at the meeting.

SECTION 12. The attendance of all Executive Board Members at Annual General Meetings and other scheduled Board meetings shall be compulsory, unless the absence is excused by the Executive Board. Acceptable excuses for missing a Board Meeting are a) family matters, b) subpoenas, c) ill health and d) business pressures. One unexcused absence from a scheduled Annual Meeting shall be sufficient reason for removal from the Board by two-thirds vote of those Board members in attendance at that meeting. If a Director misses two meetings of the Executive Board in a row, he/she could be removed from the Board.

SECTION 13. The Chairman of the Executive Board shall make a report to the membership of the Council on the respective activities of the Executive Board at each Annual General Meeting. Copies of that report shall be filed with the C.I.I. Headquarters and other Officers of the Council at least fifteen days prior to the date of the Annual General Meeting. Any Officer of the Council may make such report, as he/she deems necessary and appropriate to make at the General Meeting of the Council by following the procedure just described.

ARTICLE VIII

REGIONAL DIRECTORS

SECTION 1. The Executive Board shall establish the geographical areas for Regional Directors and shall appoint an Executive Regional Director.

SECTION 2. The term of office for the Executive Regional Director and Regional Directors shall be two years, and they shall be appointed or dismissed by the Executive Board. The Regional Directors shall submit a written report to the Executive Regional Director and Secretary twice annually. Reports should be submitted prior to the Annual General Meeting.

SECTION 3. A Regional Director may be any Certified or Senior Member in good standing.

ARTICLE IX

ELECTIONS

SECTION 1. The election of Officers and Board Members shall be held at the Annual General Meeting.

SECTION 2. Candidates for office, except for Secretary and Treasurer, shall be nominated by mail. Each nomination shall bear the signature of one Certified Member in good standing and be filed with the Chairman of the Nominating Committee at least sixty days prior to the date of the Annual General Meeting.

SECTION 3. All nominees for the Board of Directors must be Certified or Senior Members in good standing for one year and shall have attended at least one meeting in the last five years prior to the nomination. Candidates may not nominate themselves for office.

SECTION 4. A nominee for the office of Third Vice President, Secretary or Treasurer must have served a minimum of one year on the Executive Board.

SECTION 5. There shall be no soliciting for any office or award.

SECTION 6. A nominee shall accept or reject a nomination in writing, filed with the Chairman of the Nominating Committee no later than sixty days prior to the Annual General Meeting. Failure to respond will be considered as rejection. A nominee who is nominated for more than one office shall specify in writing which nomination he/she accepts, which shall automatically reject all other nominations.

SECTION 7. Election procedures are as set forth in Rules & Regulations.

ARTICLE X

DUES AND FEES

SECTION 1. The annual dues for each class of member of the Council shall be set and approved by the Executive Board from time to time.

SECTION 2. Each application for membership shall be accompanied by a non-refundable investigation fee as set and approved by the Executive Board.

SECTION 3. The fiscal year of the Council shall be on the calendar year.

SECTION 4. No member otherwise entitled to vote in this Council shall be permitted to vote if he/she is delinquent in dues payment.

SECTION 5. Any member of the Council shall be automatically suspended from membership upon becoming delinquent in dues payment for three calendar months. The names of delinquent members shall be announced to the members following one month of delinquency. [See Article XIII. Section 6.]

SECTION 6. The C.I.I. Headquarters shall notify a member of his/her dues delinquency not later than March 31st, following the annual January 1st dues payment date. If that member has not paid the dues required by the following July 1st, the member shall thereupon be expelled from membership in the Council, and the Secretary shall notify the membership of such expulsion.

ARTICLE XI
MEETINGS

SECTION 1. The Council General Membership shall hold a regular meeting on an annual basis. This meeting is deemed the Annual General Meeting. The Executive Board shall also meet as and when required.

SECTION 2. All meetings of the Council shall be open to the general membership of the Council and any person shall be permitted to attend any meeting except as otherwise provided. The Board shall retire to Executive Session for only the following reasons: to discuss a matter of discipline, membership or in anticipation of litigation.

All Annual General Meetings shall be underwritten by the Council. The Treasurer shall establish and maintain separate bank accounts in accordance with the guidelines set forth in the Rules & Regulations. Transfers into or out of the General Fund shall only be made by a two-thirds vote of the Executive Board.

SECTION 3. The C.I.I. Headquarters shall cause the time and place of an Annual General Meeting to be announced to the members not later than ninety days before the date of that meeting.

SECTION 4. No member will be allowed to participate in any meeting unless the member is in good standing.

SECTION 5. Five percent of the total Certified and Senior Members of the Council in good standing at the time shall constitute a quorum at any regular or special meeting of the Council. A majority of that quorum shall be sufficient to transact business properly before the meeting unless otherwise provided herein.

SECTION 6. The first meeting of the newly constituted Executive Board shall be called immediately following the adjournment of the Annual General Meeting.

ARTICLE XII
DISCIPLINE

SECTION 1. FORMAL COMPLAINT

(1) Any member by following the procedure set forth in Regulations may file a formal complaint against any member for the following reasons:

- (a) Violations of the Constitution, Bylaws, or Rules & Regulations.
- (b) Violations of the Code of Ethics.
- (c) Breach of professional conduct.
- (d) Actions, which could bring discredit on the Council.

(2) Upon receipt of complaint, the Chairman of the Executive Board shall act as Chairman of an Investigating Committee consisting of himself/herself and the three Vice Presidents.

(a) Following investigation, these charges may be rejected, without recourse, by a majority vote of that Committee, or should the Investigating Committee sustain these charges, the matter will then be referred to the Executive Board for final determination. By submission of all documents, exhibits, and a formal finding of fact, all parties and witnesses shall be notified of the time and date of hearing by the President. Within fifteen days of finding of fact, said notice of the complaint shall announced to members.

(b) For this purpose, the President of the Council shall be the presiding Officer of the Executive Board. The Chairman of the Executive Board and the three Vice Presidents of the Council shall not participate in the matter when before the Executive Board unless called upon for testimony, and shall have no vote in the final determination of these charges.

(c) Should either the Complainant or the Respondent involved in these charges object to any member of this Investigating Committee or any member of the Executive Board, he/she shall set forth in writing their reasons for such objection and file same with the Secretary to be forwarded to the President. The President may reject or sustain such objection.

(d) In the event the President sustains the objection, three Certified Members' names shall be submitted to the Complainant and the Respondent, each of who shall strike off one name. The remaining member shall then become, pro tem, a member of the Investigating Committee of the Executive Board for purposes of the disposition of these charges.

(3) Hearing of the Investigating Committee and the Executive Board may be by mail unless the Complainant or Respondent requests a personal hearing and files a certified check for it with the Treasurer. This certified check shall be in an amount sufficiently large to pay the actual traveling, board and lodging expense of members of the Investigating Committee or Executive Board, as the case may be, in attending such a hearing. In the event of such hearing, a court reporter shall be hired and the cost shall be shared equally by the Complainant and the Respondent and an advance deposit made by each sufficient in amount to defray this expense.

(4) Where charges have been sustained against a member, that member shall have the right to appeal the decision of the Executive Board at the next special or annual meeting of the membership as the case may be. The Certified and Senior Members in attendance at the meeting may ratify or overrule the decision of the Executive Board by a majority vote

SECTION 2. COMPLAINT – OTHER

(1) Any member in good standing wishing to have a complaint considered against another member may do so by submitting their grievance in writing to the Chairman of the Investigating Committee. The Board, at its discretion, may refer a complaint to the Investigating Committee. Should the subject of the complaint be a member of the Investigating Committee, the Board will select an alternate Board Member or Officer to serve in his/her stead.

(2) Upon receipt of complaint, the Investigating Committee shall conduct an inquiry as deemed necessary and determine by majority vote, whether said complaint warrants consideration by the Boards.

(3) Should the Investigating Committee sustain the complaint, it shall present the matter at the next Board Meeting. Both the Complainant and the subject of the complaint may be asked to appear at the Board Meeting to give testimony if required.

(4) Should the Investigative Committee decide the complaint is either inadequate or invalid and therefore does not merit further consideration by the Board, it shall notify the Complainant in writing as to the findings of the Committee.

(5) Should Complainant desire to continue to pursue the action the Complainant may file a formal complaint through procedures as outlined in Section 1.

SECTION 3. CONVICTION The Executive Board may suspend or expel any member by a two-thirds vote (unless the format of voting requires a unanimous vote) of the Executive Board upon sustaining proof that the member has violated the provisions of Article XII, Section 1, such suspension or expulsion to remain in force and effect pending ratification or rejection by a majority vote of Certified and Senior Members in attendance at the next Annual General Meeting following that suspension or expulsion. Notice of all such actions shall be provided to members

SECTION 4. BOARD ACTION

(1) The membership of any member of the Council, including an Officer or member of the Executive Board, may be suspended or expelled by a two-thirds vote (unless the format of voting requires a unanimous vote) of the Executive Board for any violation of the Constitution, Bylaws, Rules & Regulations, or Code of Ethics, whether acting on a formal charge as prescribed in Section 1 or upon a charge sustained as a result of the Investigating Committee's action as set forth in Section 2. That suspension or expulsion shall remain in effect pending ratification or rejection by a two-thirds vote of the Certified and Senior Members in attendance at the next Annual General Meeting following that suspension or expulsion if requested by the member. Notice shall be given to the member of said pending action,

then published in the INTERNATIONAL COUNCILLOR after the Board renders the decision.

- (2) The action of the Executive Board in determining what is good cause for suspending or removing an Officer from office shall be final provided, however, the decision on removal shall not be made unless and until that Officer has been given a reasonable opportunity to appear at a hearing before the Executive Board or to present his case to the Executive Board in writing mailed out to the Chairman of the Board by Registered or Certified Mail.

SECTION 5. If an Officer or member of the Executive Board is a party to any proceeding involving charges made by him or against him, he shall be disqualified from participation therein as such officer or member and the President of the Council shall appoint a Certified Member in his place for these proceedings, unless otherwise provided for in these articles.

SECTION 6. Any member expelled from the Council for any reason except non-payment of dues shall not be eligible to reapply.

SECTION 7. Any member of the Council whose membership is terminated for any reason whatsoever, consistent with the Bylaws, shall forfeit any and all interest in and to any and all property belonging to the Council and to all other rights, privileges and prerogatives of membership in the Council. In case of expulsion, no dues paid to the Council will be refunded.

ARTICLE XIII **PROCEDURE**

SECTION 1. Roberts Revised Rules of Order shall govern the procedure and form of business except where otherwise provided in these Bylaws.

SECTION 2. The Order of Business at meetings shall be as follows:

- (a) Call to order
- (b) Roll call.
- (c) Election of Certified Members.
- (d) Appointment of Special Committees and Sergeant at Arms.
- (e) Reading of minutes of previous meeting.
- (f) Address by President.
- (g) Reports by Vice Presidents.
- (h) Report of Secretary.
- (i) Report of Treasurer
- (j) Report of Chairman of Executive Board.
- (k) Report of Standing Committees.

- (l) Report of Special Committees.
- (m) Unfinished business.
- (n) New business.
- (o) Election of Officers.
- (p) Selection of site for the next Annual General Meeting.
- (q) Matters pertaining to the good of the Council.
- (r) Adjournment.

SECTION 3. All members when speaking or offering a motion shall rise in his/her place, address and be recognized by the presiding officer, giving their name and city, and when finished shall resume their seat. While speaking on a subject, members shall confine themselves to the question under debate, avoiding all personal comments and indecorous language and actions.

SECTION 4. No member of the Council will be permitted to speak more than once on a subject, until all members who desire to speak on the subject have done so and then not unless and until recognized by the presiding officer.

SECTION 5. Any person who is not a member of the Council shall not be admitted to any meeting during a session except by invitation of the presiding officer, approved by a majority vote of the members present.

SECTION 6. All postal mail notices to members shall be sent to the address recorded with the C.I.I. Headquarters and the mailing of notices to those addresses shall be regarded as notice to the members, unless otherwise provided for. For electronic notices, transmittal to the electronic address by which the member is subscribed to the C.I.I. listserve, or to the electronic address recorded with the C.I.I. Headquarters shall be regarded as notice to the members. Unless otherwise specified in the Bylaws or the Rules & Regulations, electronic notice shall be deemed sufficient.

ARTICLE XIV

INTERPRETATION

SECTION 1. In all Bylaws and Rules & Regulations of the Council, unless the context otherwise requires, the singular shall include the plural and the plural the singular, the word "persons" shall include firms and corporations and the masculine shall include the feminine. Whenever reference is made in this Bylaw to any statute or section thereof, such reference shall be deemed to extend and apply to any amendment or re-enactment of such statute or section, as the case may be.

SECTION 2. All prior Bylaws, resolutions, and proceedings of the Council inconsistent herewith are hereby amended, modified and revised in order to give effect to this Bylaw.

Adopted by the Council, June 2001

MSA Award Added August 2001

Election of Secretary & Treasurer, April 2003 Constitution