



THE COUNCIL OF INTERNATIONAL INVESTIGATORS BY-LAWS

ARTICLE I NAME AND PURPOSE

1.1 The Name of the Corporation shall be the Council of International Investigators, Inc. also known as Council of International Investigators, the Council or CII.

1.2. The purposes of the Corporation shall be to encourage a professional association between the owners of private investigator agencies and investigative and/or security professionals; disseminate information relating to proper and appropriate standard practices to enhance the profession; promote high standards by ethical and professional relationships among its members, the public and clients; and by continuing education create an ever increasing awareness of the value of the services rendered by the profession.

ARTICLE II DEFINITIONS AND EMBLEM

2.1. In addition to these By-Laws, definitions for acronyms and additional authorities, procedures and rules, may be found in an attached document known as the “Rules and Regulations” and known herein as the “R&R.”

2.2. The official emblem of the Council, as depicted in the R&R, may be used by Council members in good standing on stationery, electronically and on printed advertising matter. Further details about other use of the emblem are found in the R&R. (see definitions 2.1)

ARTICLE III GOVERNANCE

3.1. The Council shall be governed by the statutes, rules and laws of the State of Indiana in which it is incorporated, in addition to all applicable Federal laws.

3.2. The latest edition of Roberts Rules of Order Newly Revised shall govern the procedure and form of business except where otherwise provided in these By-Laws.

3.3. Interpretations: In all By-Laws and R&R of the Council, 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.

3.4. These By-Laws may be amended or revised at any AGM by a two-thirds (2/3) majority of the voting members in good standing present or by absentee ballots. All proposed amendments or revisions to these By-Laws shall be submitted to the Legislative Committee for review and recommendation and then made available to all members at least forty-five (45) days prior to any vote which shall take place at the AGM.

3.5. The Executive Board shall be empowered to create, modify and amend the R&R governing the Council procedures and the standards of professional conduct of the Council. The R&R may be amended or revised at any Executive Board meeting by a two-thirds (2/3) affirmative vote of Board Members in good standing present, provided the proposed amendments or revisions shall have been submitted to all Board Members no less than fourteen (14) days prior to the meeting.

3.6. Notice sent by registered mail or confirmed email to any member shall constitute official notice for any purpose. Each member is responsible for advising the Secretary of any change in their contact information.



ARTICLE IV MEMBERSHIP

4.1. There shall be seven (7) classes of membership:

- a) Certified International Investigator CII
- b) Senior International Investigator SII
- c) International Investigator Emeritus IIE
- d) Qualified International Investigator QII
- e) Associate International Investigator AII
- f) Honorary Council Member HCM
- g) Affiliate Council Member ACM

The qualifications and definitions of the membership classes shall be set forth in the R&R.

4.2. Any individual or entity engaged in the business of private investigation, security professional, or similar profession shall be eligible for membership in the Council by agreeing to comply with these By-Laws, the R&R and the Code of Ethics.

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.

4.3. All applications for membership in the Council must be made in writing and filed with the Council Secretary. The application form is described in the R&R.

4.4. Upon the proper filing of an application and receipt of a non-refundable application fee, the Council Secretary shall publish the name of the applicant to the general membership for comment. Any member objecting to an applicant shall in writing state the reasons therefore, be signed by the member and submitted to Secretary within 30 (thirty) days of announcement of the announcement and shall be included in the vetting report.

4.5. Applicants for membership to the Council shall be vetted for character, personal and business professionalism, and shall be licensed or registered in their jurisdiction where required. The vetting procedure and vetting report is defined in the R&R.

4.6. Approval of membership shall be by a 2/3 affirmative vote by the Executive Board after the application process has been concluded. Membership shall not be transferable.

4.7. Any member in good standing may resign at any time.

4.8. No member of the Council of International Investigators, Inc. shall be held personally liable for any lawful debts and/or obligations of the Council.

4.9. Any member of the Council whose membership is terminated for any reason whatsoever shall forfeit any and all rights, privileges and benefits of membership in the Council. In the event of expulsion, there shall be no refund of dues.

ARTICLE V MEETINGS

5.1. All meetings of the Council shall be open to the general membership of the Council unless held in executive session pursuant to Roberts Rules of Order. No member will be allowed to attend or participate in any meeting unless in good standing.



5.2. The Presiding Officer shall have the authority to invite non-members to any meeting who shall not be entitled to vote upon any matter.

ANNUAL GENERAL MEETING

5.3. The Council shall hold an annual general meeting.

5.4. The Secretary shall announce the time and place of the AGM to the general membership not later than ninety (90) days in advance of the date of that meeting.

5.5. All AGMs shall be held in compliance with guidelines set forth in the R&R.

5.6. Five (5) per cent of the combined total of members of the Council with voting rights and in good standing shall constitute a quorum at any regular, special or AGM of the Council.

5.7. The Order of Business at the AGM shall be as follows:

- (a) Call to order by the President
- (b) Roll call of all members present.
- (c) Remembrance of deceased members since the last AGM
- (d) Appointment of a Sergeant at Arms for the AGM by the President.
- (e) Nomination and election of two Tellers for the AGM
- (f) Election of new members.
- (g) Reading of minutes of previous meeting.
- (h) Address & report by President.
- (i) Report by Vice President.
- (j) Report of Secretary.
- (k) Report of Treasurer
- (l) Report of Standing Committees.
- (m) Report of Special Committees.
- (n) Unfinished business.
- (o) New business.
- (p) Election of the New President
- (q) Election of New Board Members
- (r) Selection of site for the next AGM
- (s) Matters pertaining to the good of the Council.
- (t) Adjournment.

BOARD MEETINGS

5.10. Attendance at Executive Board Meetings may be in person or electronically, providing all those eligible to participate are able to do so. Executive Board Meetings may be conducted electronically or by phone conference. Any action taken by mail, facsimile, or electronic format must be with all Board Members voting and be reported to the full board at the next regular Board Meeting.

5.11 Order of business for board meetings is described in the R&R.



ARTICLE VI NOMINATIONS AND ELECTIONS

6.1. The general election for President and Executive Board Members shall be held at the AGM.

6.2. To be elected President, nominees must be present at the AGM of election. The Immediate Past President shall not be eligible for nomination for President.

6.3. All nominees for President and the Executive Board must be members in good standing. Qualifications for nominees are set forth in the R&R.

6.4 Candidates for President and the Executive Board shall be nominated in advance of the AGM using the nomination form. Each nomination shall be filed with the Secretary at least sixty (60) days prior to the date of the AGM.

6.5. General election procedures are found in the R&R.

6.6. The Executive Board shall elect amongst themselves Vice President, Secretary and Treasurer at the first Executive Board meeting immediately following the AGM.

TERMS OF OFFICE

6.7. The term of office for elected Members of the Executive Board shall be three (3) years. The term of office for the President is one (1) year. Board members and President may be nominated for re-election, but only twice consecutively.

6.8. Newly elected Officers and Board members commence their term at the conclusion of the AGM.

CONFLICT OF INTEREST

6.9 Any member elected or appointed to the Executive Board cannot simultaneously serve in an elected or appointed leadership position other than Committee Chairs for a competing organization or any that may be construed as such, as determined by the Executive Board.

ARTICLE VII EXECUTIVE BOARD

7.1. The Executive Board will consist of not less than nine (9) nor more than thirteen (13) members.

7.2. The unexpired term of any Board Member that becomes vacant between AGM's, shall be filled by a qualified member for the remainder of the term by a majority vote of the Executive Board. Any member of the Executive Board shall be given the opportunity to submit nominee(s) for any vacancy and when filled the membership shall be informed without undue delay.

7.3. The President shall schedule not less than four (4) quarterly meetings of the Executive Board each year.

7.4. In the event of a tie in voting the Presiding Officer shall be empowered to cast a tie-breaker vote.

7.5. A majority of the members of the Executive Board shall constitute a quorum at any regular meeting or special meeting of the Executive Board either in person or by electronic means.

7.6. The Executive Board shall perform all duties as set forth in the Council Constitution, R&R and such other duties as are permitted or required by statute or law.



7.7. The Executive Board shall not approve any budget nor shall it incur any debts in excess of the anticipated annual revenues of the Council unless approved by a special 2/3 vote of the Executive Board. Special funds for extraordinary projects may also be established by the Executive Board and then later ratified at a regular, special or AGM meeting of the Council by a majority vote of all of members entitled to vote.

7.8. Attendance at all Executive Board and Annual General Meetings or other scheduled Board meetings are compulsory, unless the absence is preapproved by the President. Acceptable excuses for missing an AGM or Executive Board Meeting are a) family matters, b) subpoenas, c) ill health and d) business pressures, providing notification is made to the President not less than three (3) days prior to the scheduled meeting.

7.9. Any unexcused absence from a scheduled AGM shall be sufficient reason for removal from the Executive Board by 2/3rds (two-thirds) vote of those Board members in attendance at the next meeting.

7.10. Should a Board member miss two (2) meetings of the Executive Board without being properly excused, he/she shall automatically be removed from the Board.

7.11. Any Officer or Executive Board member sending any official communication on Council letterhead shall submit one (1) copy to the Secretary at the time the original communication is sent.

7.12. The Council shall indemnify and hold harmless any and all past or present Executive Board Members and Officers, as identified and defined in these By-Laws, and in its discretion and in accordance with all 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 VIII OFFICERS

8.1. The Officers of the Council shall consist of the President, Vice President, Secretary and Treasurer.

8.2. The term of office for the Officers of the Council shall be 1 (one) year.

8.3. The Executive Board by majority vote shall elect a replacement who shall serve for the unexpired term of a vacancy of any Officer other than the President.

8.4. All Officers shall be reimbursed for reasonable expenses incurred on behalf of the Council in the performance of their official duties, providing they have been pre-approved by the Executive Board.

8.5. Officers may only be re-elected for two consecutive terms.

ARTICLE IX DUTIES OF OFFICERS

9.1. PRESIDENT

(a) The President shall be the Chief Executive Officer of the Council and shall preside at all meetings of the Executive Board. The President shall also preside at all meetings of the Council, decide all questions of Order and preserve 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, objectives, these By-Laws, the R&R and pursuant to the latest edition of Roberts Rules of Order, Revised.



- (b) The President may appoint special committees deemed necessary, and shall be ex officio non-voting member of each committee. Special Committees shall cease to exist upon termination by the President or upon the next AGM.
- (c) The President shall call special meetings of the Executive Board upon the written request of five members thereof, which shall specify the reason for the meeting. Special meetings of the Council may also be called by a written request of twenty-five per cent of the voting membership, and must specify the purpose of the meeting.
- (d) The President shall sign all Membership Certificates together with the Secretary.
- (e) With Executive Board approval, the President shall appoint a Certified Public Accountant or any other qualified person to examine the books, records, invoices, bank accounts, insurance bonds and all other financial matters of the Council prior to any AGM. The report of that accountant or other qualified person and/or the Council's Audit Committee shall be communicated to the membership no later than two (2) weeks prior to the AGM and then formally presented to the membership at the AGM.
- (f) The President shall perform such other duties as are incidental to the office of President and may assign such of duties deemed necessary and appropriate to the Vice President.
- (g) The President shall make an overall status report of the organization to the membership and communicate same at least two (2) weeks prior to the AGM which shall also include the following: (1) Recent Activities, (2) Financial Reports and (3) Membership Statistics.

9.2. VICE PRESIDENT

- (a) The duties of the Vice President shall be to assist the President in the performance of the duties of Office and to perform such other duties specifically delegated to by the President.
- (b) In the event of the absence, unavailability, death, resignation, removal, suspension or incapacity of the President, the Vice President shall assume and exercise all duties of the President in the absence of the President or for the unexpired remainder of the term, whichever is relevant to the circumstances.
- (c) The Vice President will serve as Chairman of the Legislative Committee and the Ethics Committee.
- (d) The Vice President is in charge of fund raising.

9.3. SECRETARY

The duties of the Secretary are;

- (a) Receive and respond to all communications addressed to the Council after receiving input if necessary, unless the matter deals with violations of By-Laws, R&R, Code of Ethics or the Constitution. The Secretary shall maintain a file of all communications and shall produce same at each meeting of the Executive Board for their review and maintain an electronic archive of all official communications.
- (b) The Secretary shall receive, prepare and co-ordinate nominations prior to elections and follow the procedures outlined in the R&R and shall announce the results of the elections as soon as they are known.
- (c) The Secretary shall receive, prepare and co-ordinate Council membership applications and applicant vetting and follow the procedures outlined in the R&R.
- (d) The Secretary shall keep and maintain a separate document containing each passed motion.
- (e) The Secretary shall record the minutes of all meetings and shall publish same at least ten (10) days prior to their next meeting and shall read the minutes aloud unless the reading has been waived by proper motion.
- (f) Prior to each meeting, the Secretary shall distribute the agenda, as prepared by the President, and assist as needed.
- (g) The Secretary shall send a request to all voting members for any new business items at least two (2) weeks prior to the AGM.

9.4. TREASURER

- (a) The Treasurer shall maintain records of all monies received from dues and other sources, deposit the same in a depository in the name of the Council. The Treasurer may suggest a suitable bank to be approved by the Executive Board. The account shall bear the names of the Treasurer and the President



and shall be updated on an annual basis. A copy of the account signature card shall be provided to the Secretary.

(b) The Treasurer shall make all proper disbursements necessary on behalf of the Council and other disbursements as ordered by the Executive Board, which shall be in writing and signed by the President. Any individual expenditure exceeding one thousand US dollars (\$1,000 USD) must be pre-approved by the Executive Board by a 2/3 vote prior to payment unless included as an approved budget line item.

(c) The Treasurer shall furnish a Bond for the benefit of the Council in an amount of no less than fifty thousand US dollars (\$50,000.00 USD), the premium for which shall be paid from the Council funds.

(d) The Treasurer shall prepare and present a detailed budget for the forthcoming calendar year that is presented to the Board for approval at the December Executive Board meeting.

(e) The treasurer shall verify monthly the payables and the overall financial status to the President or any other individual designated by the President. The Treasurer shall submit a current semi-annual financial report to the President. Upon review of the report and its approval by the President, the Treasurer shall communicate a copy of the financial report to the general membership and publish same in the "International Councillor".

(f) The Treasurer shall cause all financial books and records of the Council to be available at the AGM and oversee the AGM budget and expenditures.

(g) All books and records of the Council shall be available for inspection by any voting member, upon reasonable notice.

(h) In the event of removal or resignation, the Treasurer shall deliver all books, bank records, financial records and all other property of the Council to their successor including all passwords, codes and access information. An audit of the books and records may take place upon request of the President.

9.5. CALENDAR OF ACTIVITIES

1. All Officers, Executive Board Members and the Management Corporation shall follow and adhere to the "Calendar of Activities" as described in the R&R as closely as possible.

ARTICLE X COMMITTEES

10.1. The Executive Board shall elect the Chairperson for all Standing and Special Committees except those with pre-designed chair persons. Terms of office for committee Chairs shall be one year. Each Committee shall have at least two members in addition to the Chairperson.

10.2. The Chairperson of each Standing Committee shall prepare a report if appropriate to be communicated to the general membership no later than two (2) weeks prior to the AGM and then formally presented at the AGM. A copy of that report shall be submitted to the Secretary for preservation.

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

(a) **BY-LAWS COMMITTEE**, shall aid members in matters pertaining to new and modified By-Laws. The Committee shall investigate the advisability of adopting any proposed changes to the By-Laws and R&R. Any changes or ideas for change in the By-Laws should be first submitted to the Committee for consideration. The Committee shall first report its recommendations to the Executive Board and then to the membership at least forty-five (45) days prior to the AGM.

(b) **MEMBERSHIP COMMITTEE**, shall be responsible for matters pertaining to membership in the Council including but not limited to:

Vetting: The Executive Regional Director, together with the Regional Directors, will endeavor to vet applicants for membership per the procedures described in R&R and upon completion report its findings to the Executive Board for final action.

Membership matters: The Committee shall endeavor to attract eligible new members, introduce new members when present at the meetings, assist with membership retention, and strive to enhance



membership benefits and activities for all members. It shall also oversee the planning of Regional Meetings as further described in the R&R.

(c) **PUBLIC RELATIONS AND MARKETING COMMITTEE**, shall keep the public and membership informed of the Council's activities, promote the Council internationally, and oversee the publication of the INTERNATIONAL COUNCILLOR.

(d) **AUDIT AND FINANCE COMMITTEE**, shall be responsible for the auditing of receipts and disbursements and to make recommendations relative to the financial condition of the Council. The Committee will prepare an annual report for submission to the Executive Board and communication to the membership at least two (2) weeks before the AGM.

(e) **CONFERENCE COMMITTEE**, shall be responsible for the planning, management and supervision of the AGM. The committee shall make a financial report to the Executive Board before December 31 regarding the AGM and communicate their report to the general membership before the next January 31st. Additional duties of the Conference Committee are further described in the R&R.

(f) **AWARDS COMMITTEE**, shall be Chaired by the most recently available Past President and include the Executive Regional Director and include at least one (1) but not more than two (2) members from the general membership of the Council and be responsible for the following awards; International Investigator of the Year Award, Meritorious Service Award; Malcolm w. Thomson, CII Memorial Award and any new awards as approved by the Executive Board. Further information about the awards is found in the R&R.

(g) **ADVISORY COMMITTEE**, shall consist of three Council Past Presidents who are not current Board Members. The Committee will advise the Executive Board. Further information about the Committee is found in the R&R.

(h) **PROFESSIONAL DEVELOPMENT COMMITTEE**, shall be responsible for the professional development including education and training of the general membership and non-member participants. It will review the contents, methods and subject matter of all training courses, speaker content and publications for their suitability.

(i) **ETHICS COMMITTEE** shall be Chaired by the Vice President. The committee's purpose is to enforce Council Ethics and Listserv rules, members mass communication on any form of media, and suspend or censure members' privileges temporarily or indefinitely as appropriate. Further the Committee shall receive and investigate complainants as outlined in these By-Laws and serve as mediator in disputes between members when called upon. This committee shall not have any voting rights in actual disciplinary proceedings, but may make recommendations for any of the following:

- a) Dismiss the allegation
- b) issue a written warning or letter of censure to the member
- c) refer the matter to the proper authority for further action
- d) suspend membership in the Council
- e) cancel membership in the Council

ARTICLE XI REGIONAL DIRECTORS

11.1. The Executive Board shall establish the geographical areas for Regional Directors.



11.2. The Executive Regional Director and individual Regional Directors shall be appointed by the Executive Board and their term of office shall be two (2) years. The Executive Regional Director and Regional Directors may be any member in good standing with the right to vote.

11.3. The Regional Directors' duties are set forth in the R&R.

11.4. The Executive Regional Director and Regional Directors may be dismissed by 2/3 majority vote of the Executive Board.

ARTICLE XII DUES AND FEES

12.1. The annual dues for each class of membership of the Council shall be determined and approved by the Executive Board from time to time.

12.2. The fiscal year for the payment of dues shall be January 1st to December 31st of each.

12.3. The Treasurer shall notify a member of dues delinquencies not later than February 28th, following the annual January 1st dues payment date. Any member who has not paid their dues by the following June 30th, the member shall be automatically expelled from membership in the Council, and the Secretary shall notify the membership of such termination.

12.4 A person of any membership class, whose membership has lapsed for less than one (1) year, may be reinstated by paying the outstanding dues for the lapsed year together with the current dues.

12.5 A person in any membership class, whose membership has lapsed for more than one (1) year, shall be required to file a new application for membership to the Council.

ARTICLE XIII

DISCIPLINE

13.1. COMPLAINTS AND DISCIPLINARY MATTERS

The Council assumes no responsibility directly or indirectly as a result of any member employing or retaining the services of any other member, and shall not be obligated to disclose the results of its findings of any complaints or violations of its By-Laws, Rules, Regulations or Ethics of any member, to any other member or licensing authority.

13.1.1 Any member may file a formal complaint against any member for the following reasons:

- (a) Violations of the Constitution, By-Laws, or R&R
- (b) Violations of the Code of Ethics.
- (c) Breach of professional conduct.
- (d) Actions, which could bring or have brought discredit on the Council.

13.1.2 Upon receipt of complaint, the Vice President will act as Chairman of a grievance committee and shall appoint two persons being either a Regional Director, Past president or current Board Member to the Grievance Committee for investigation of the complaint. In addition, the Respondent and Complainant may select anyone to represent himself to the Committee.

13.1.3 After the conclusion of the recourse, by a majority vote of that Grievance Committee, the Executive Board shall decide all final outcome based upon the grievance report, without further deliberations of the issues.



- a) The vice-president shall notify all parties of the date, time and location of the hearing, no less than three (3) weeks in advance.
- b) Hearing of the Grievance Committee and the Executive Board may be electronic or in phone conference unless either the Complainant and Respondent, request an in-person hearing. In such cases, the matter will be heard at and added to the agenda of the next scheduled Board Meeting of the Executive Board, regardless of location, with the Complainant and Respondent being personally responsible for their travel and expenses
- c) The Executive Board, less any Officer or Director sitting on the Grievance Committee, may suspend or expel any member by a two-thirds vote of the remaining Executive Board upon sustaining proof that the member has violated the provisions of the By-Laws, Code of Ethics or the R&R.

13.2. Anonymous complaints will not be accepted or investigated.

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

ARTICLE XIV DISSOLUTION AND MISCELLANEOUS MATTERS

14.1. These By-Laws repeal and supersede any previous By-Laws of the Council.

14.2. The Council shall not voluntarily dissolve unless the members at a meeting called for that purpose pass a special resolution to the effect. Upon the dissolution of the Council, any assets remaining after payment and satisfaction of the lawful debts and liabilities, shall be transferred to one or more organizations having similar objectives and in no event, shall assets be distributed for the personal benefit of any member, current or past, of the Council.

These By-Laws shall be effective as of the date of adoption

As adopted 14 September 2017 at the AGM in Panama City, Panama