

# North Texas Private Investigator's Association

By-Laws as of August 15, 2017

## Article 1

### Name

- Section 1. The name of the association shall be North Texas Private Investigator's Association, Inc. (hereinafter referred to as "the Association").

## Article 2

### Location, Seal, Emblem

- Section 1. The location of the principle office shall be in a city selected by the Board of Directors.
- Section 2. The official emblem of the Association shall be an outline depicting the outline of the State of Texas, with the letters NTPIA in the outline.
- Section 3. The official emblem of the Association and the name of the Association shall be used by the members only for Association identification, signifying membership therein. It is a condition of membership, and every member of the Association agrees, that the use of the name or emblem of the Association shall be and is limited to use by members in current active membership and good standing with the Association, and each member agrees that, upon termination of their membership for any reason, they will discontinue use of said emblem or Associated name.

## Article 3

### Membership

- Section 1. There shall be Three Classes of Membership in the Association, namely: Full, Life and **Associate** Member.
- Section 2. Individuals, licensed by the Texas Department of Public Safety Private Security Services shall be eligible and **CAN only** make application for Full **membership and not for an Associate** membership, memberships are not transferable.

Life memberships are memberships awarded by the Association membership after a written request is presented to the Association Board and presented to the membership at a general meeting. Dues for this membership are waived.

The **Associate** membership is **for** any **non-licensed** member as approved by the membership committee. **The Associate member will have no voting privileges.**

Full and Life members are the voting members of the Association.

- Section 3. All applications for membership must be made to the Secretary in writing on a form provided by the Association and must contain the following but not limited to the following:
- A. Name of Applicant
  - B. Company Name
  - C. Company Address
  - D. Home Address
  - E. Business and Residence Phone
  - F. **Copy of Private Security License (if applicable)**
  - G. Type of License held (if applicable)
  - H. Signature of Applicant
- Section 4. Applications for FULL membership in the Association must be accompanied by the first year's dues as set by the Board of Directors each November. No applicant shall become a Full member unless the applicant is approved by the Membership Committee and is a holder of a Class A or Class C license issued by the Texas Department of Public Safety Private Security Services.
- Section 5. The resignation of any member in good standing shall be accepted when made in writing to the Secretary. The Secretary will notify the President.

#### **Article 4**

##### **Officers**

- Section 1. The officers of this Association shall consist of a Chairman of the Board, President, Vice President, Secretary, Treasurer, and Licensed School Director. The immediate past President shall be elevated to Chairman of the Board with the approval of the Board; otherwise the Chairman shall be elected by the Board. The Board of Directors shall be the governing body of the Association.
- Section 2. The Board of Directors of the Association shall consist of the Chairman of the Board, President, Vice President, Secretary and Treasurer and Licensed School Director.
- Section 3. All officers shall be elected annually and shall serve for a period of twelve (12) months, beginning at the regularly scheduled January Membership meeting.
- Section 4. The Board of Directors has authority to manage the financial affairs of the Association through the Treasurer.
- A. The Board may approve, by simple majority of its members, any

expenditure or indebtedness of \$500 or less necessary to accomplish the mission of the Association.

- B. Except as outlined in Article 4, Section 4, paragraph C of these bylaws, any single expenditure or indebtedness exceeding \$500.00 must first gain approval of a majority of the Board of Directors before being presented to the membership. (either at a normal scheduled Board meeting or by written approval by the Board members via email). A simple majority of the voting members present at any scheduled meeting of the Association is required to approve the expenditure or indebtedness.
- C. Expenditures and indebtedness associated with planning and executing an event sponsored by the Association limits the Board's power of spending to \$1,000.00 and any expenditure over \$1,000.00 must be approved by a vote of the membership.
- D. The Board of Directors will pass a balanced or better budget before the March board meeting, and will present and approve the budget to the General Membership at the March meeting.
- E. The Treasurer will pay the Association budgeted expenditures as directed by the budget as the normal business of the Association without obtaining approval of the Board.

## **Article 5**

### **Duties of Officers**

Section 1. **PRESIDENT:** The President shall be Chief Executive Officer of this Association and shall serve without remuneration. The Presidents duties will be as follows:

To exercise general supervision over the business affairs, interest, and welfare of the Association; to preside at the annual Members Convention; to appoint all standing committees as the President deems necessary, a Sergeant at Arms, and such special committees as the President deems necessary; and shall perform such other duties as directed by the Board of Directors.

Section 2. **VICE-PRESIDENT:** The Vice President shall assist the President in the performance of his duties assigned by the President and/or the Board of Directors and shall serve without remuneration. The Vice President is the chair of the Membership Committee and is responsible for retention and receiving of new members of this organization.

Section 3. **SECRETARY:** It shall be the duty of the Secretary to give account of all minutes of the Annual Members Convention and meetings of the Board of Directors and all membership meetings. The Secretary shall receive and answer all communications addressed to the Secretary or submitted to the Secretary by the Officers of the Association. The Secretary shall perform other duties relating to the Secretary's position as assigned by the

President or with the President's authority. The Secretary will make all Association records or copies of same in the Secretary's care available to any member of the Board of Directors, the expense of the same will be paid by the requestor. The Secretary shall serve without remuneration but shall be reimbursed for actual expense necessary and incidental to the function of the Secretary's position and attendance at regularly scheduled Association meetings where the Secretary's attendance is required by the NTPIA By-Laws, Board of Directors and/or President and when approved by the Board of Directors. The Secretary shall supply, issue and receive applications for membership and shall issue the appropriate certificates, membership cards, and other related materials.

- Section 4. TREASURER: It shall be the duty of the Treasurer to properly maintain, following generally accepted accounting principles, the bookkeeping records for the Association and be responsible for their safekeeping. The Treasurer shall deposit all Association monies in a banking facility approved by the Board of Directors. The Treasurer shall issue checks to pay Association obligations which have been approved as outlined in Article 4, Section 4 of these bylaws.
- Section 5. LICENSED SCHOOL DIRECTOR is responsible for Continuing Education, taught under Rule 35.292, courses approved by the DPS and maintains all records of each individual(s) attending the classes.
- Section 6. The BOARD CHAIR: will support and sustain the work of the President, and provide governance leadership and strategic fundraising support. Be a trusted advisor to the President. Should more than one officer of the Board be absent of an official Board meeting, the Chairman can automatically become a voting Board member and thereby insure a quorum.
- Section 7. BOARD OF DIRECTORS: shall be empowered to decide all issues except changes in these By-laws. The President is petitioned in writing by a majority of the membership. A member of the Board may be removed from office by a two-thirds vote of the Association and presented to the Board as a body. If the entire Board is removed, a general election must be held and a new Board elected from candidates offered by the majority of membership. If a vacancy on the Board occurs due to any other circumstances, the post shall be filled by Presidential appointment with the approval of the Board. The President shall preside at the Board meetings. The **President** of the Board shall preside in the Chairman's absence.

## ARTICLE 6 MEETINGS

- Section 1. The Association will meet on the 2nd Wednesday of the every month except in the month of July. The meeting will occur at a location identified by the Board of Directors. The meeting will start at 6:00 PM and the program will start at 7:00 PM.
- Section 2. The Association Board will meet at the designated location at 5:00 PM

before the general meeting and anytime as the set by the President.

Section 3. The Association Board will attempt its best efforts to present a Spring and/or Fall Seminar(s) consisting of a minimum of three (3) hours of Continuing Education Credits.

## **ARTICLE 7 ELECTIONS**

Section 1. On an annual basis as herein provided, Officers and Directors shall be elected in the following manner:

- A. The President, Vice President, Secretary, Treasurer and Licensed School Director shall be elected by secret ballot at the November meeting of the Association. A plurality of votes shall be required for each election. The term of office shall be from, installation through the December meeting of the following year.
- B. Any member desiring to become a candidate for elected office with the Association, to wit: President, Vice President, Secretary, Treasurer or Licensed School Director shall announce their candidacy to the current President no later than the 1st of October.
- C. The general membership shall have official notice of any changes, etc. or major business decisions affecting the Association or its membership. With the intent to seek elected office by the various candidates, with the items on the Association website during the months of October and November.
- D. No person shall be eligible to hold any elected office unless he or she has been an active member in good standing for one year immediately prior to the election. "Good Standing" shall mean Full membership of at least one year prior to the election uninterrupted by expulsion, suspension, or forfeiture of membership by non-payment of dues.
- E. Each declared candidate who complies with this Section will have their name placed on the ballot.
- F. In the event that there are no declared candidates for an elected office, nominations will be open from the floor at the election.
- G. Officers and Directors-elect will assume their respective offices at the first regularly scheduled January Membership meeting. Officers and Directors and Officers and Directors-elect will jointly host the December Holiday Party.

Section 2. The Board of Directors shall elect a Chairman of the Board at its regular January meeting.

Section 3. A vacancy created by any office shall be filled for the unexpired term of that

particular office by appointment by the President, or by the appointment of the President, or by the Chairman in the event the vacated office is that of the President with the approval of the Board.

- Section 4. The Board of Directors may suspend any member at any time, or remove any member from office by suspension for good cause shown. However, no member shall be removed from office or suspended from membership without being given the opportunity to appear before the Board to present the member's case. The action of the Board shall be final. The suspended member may apply for membership after one (1) year from the date of suspension if the cause of suspension has been resolved to the satisfaction of the current Board of Directors.
- Section 5. If there is a tie for any office, each of the candidates tied for this position will be allotted five (5) minutes for questions to this candidate. After the candidates have spoken, a new vote will be taken of the membership; less the Chairman of the Board. If another tie occurs, the Chairman's vote will be assessed to break the tie.

## **ARTICLE 8**

### **SUSPENSION OR EXPULSION**

- Section 1. Any member may be suspended or expelled from the Association for conduct unbecoming a member of the Association, for violations of the By-Laws or Code of Ethics, or for any conduct which may endanger the welfare, interest, or character of any member of the Association, or for the investigative profession, providing however, that no such suspension shall become effective until the procedure governing the aforesaid action has been complied with as in Article 7, Section 4, of the By-Laws. Nothing in this section is intended to bar a member whose membership has been so revoked from thereafter making application for membership as an individual member.
- Section 2. Any Officer, Director, member of the Board of Directors, a Committee or member, who has his Texas Board of Private Security license revoked shall be reviewed by the Board of Directors of this Association as to the member's membership status.
- Section 3. Any member of the Association having the member's license suspended or revoked may seek redress of the action before a quorum of the Board of Directors.
- Section 4. The Board of Directors may suspend any member at any time, or remove any member from office by suspension for good cause shown. However, no member shall be removed from office or suspended from membership without being given the opportunity to appear before the Board to present the member's case. The action of the Board shall be final. The suspended member may apply for membership after one (1) year from his date of suspension if the cause of suspension has been resolved to the satisfaction

of the current Board of Directors

- Section 5. In accordance with the current BY-LAWS, if a Board member or member is suspended or expelled from their position or membership for any reasons spelled out in the BY-LAWS, the subject shall have the right to present a "written appeal" to the Board and be heard before the Board within thirty (30) days of the suspension/expulsion, If no new evidence or mitigating circumstances are presented to the Board's satisfaction, the Board's decision will become final.

## **ARTICLE 9**

### **DUES**

- Section 1. Annual dues for each Membership classification shall be set by the Board of Directors each November.
- Section 2. Members will be sent notices by the Secretary in November for the next year. Members not responding are considered delinquent if not paid by February 1, of the New Year. Members who are delinquent will be ineligible to vote until such time as their dues are paid.
- Section 3. There will be no dues for Honorary Members. Under special circumstances, for some outstanding action, by a unanimous vote, the Board of Directors may grant an Honorary Membership. This special recognition and privilege may be granted to a maximum of one (1) member per year and this special honor shall be for a maximum of one (1) year duration.

## **ARTICLE 10**

### **AMENDMENTS**

- Section 1. The By-Laws may be amended in the following manner:
- The proposed amendment must be submitted in writing to the Secretary of the Association, who will present the proposed amendment to the Board of Directors at their next regularly scheduled meeting. The proposed amendment will be communicated to the Association following presentation to the board. The majority of the attending Full and Life Members vote is sufficient for its adoption.
- Section 2. References to the name of the agency, commission, or other entity established by the State of Texas to license and regulate private investigations companies will be corrected as the name is changed by the State. Such changes to the by-laws will require only the approval of the Board of Directors and no vote of the membership will be taken.

## **ARTICLE 11**

### **SUSPENSION OF RULES**

- Section 1. Any section of the By-Laws relating to business procedure may be suspended by a two-thirds (2/3) majority vote of members.

- Section 2. Any resolution of policy adopted by the Board of Directors may be suspended by a majority vote of the Board of Directors or voting membership at any meeting.

## **ARTICLE 12**

### **CODE OF ETHICS**

- Section 1. Among the objectives of the Association is to provide an environment of the highest professionalism for its members. At all The Association sponsored functions, including board meetings, regular monthly meetings, continuing education sessions or any other activity, each member, guest or other persons attending should feel secure and confident that nothing will be said by any other person that may embarrass or offend them, the Association, or the private investigations industry. It shall, therefore, be the policy of The Association that cursing or inappropriate comments or jokes will not be tolerated at any The Association sponsored function. This is to include references or comments of a sexual, racial or religious nature or any other references or comments that could be interpreted as offensive or discriminatory. This will also include any references or comments that may demean another person's character.

The Association members agree to abide by the rules and regulations as set forth by the Texas Department of Public Safety Private Security Services. The Association Board and members will strive to display non-prejudicial professional practices and attitudes when dealing with clients, members of the investigative profession, and other members of the Association. Thereby, the Association members are always diligently attempting to perform at the highest level of industry excellence.

Every guest speaker shall be made aware of the standards of conduct policy and be asked to follow it.

- Section 2. The Code of Ethics shall include standards and ethics prescribed by the Texas Department of Public Safety Private Security Services at any given time.

## **ARTICLE 13**

### **PURPOSE**

- Section 1. The purpose of the North Texas Private Investigator's Association shall be to promote the profession of private investigation through the fraternity and education of its members.