

BYLAWS
of the
World Investigators Network

PREAMBLE

This Association has been formed for the following purposes: To promote and maintain the highest ethical practices in the profession of Private Investigation and/or Security Service Contractor; to foster and perpetuate a spirit of cooperation among its members and with all those engaged in law enforcement; and to further establish a mutual feeling of trust, goodwill and friendship among agencies throughout the world

To select for membership only those individuals whose personal and professional backgrounds and business affiliations have strictly observed the precepts of truth, accuracy, ethics and prudence.

ARTICLE I - NAME

Section 1. The name of this Association shall be: The World Investigators Network, Inc.

ARTICLE II - OBJECTIVES

Section 2. To provide the opportunity for the exchange of experiences and knowledge through discussion, seminars, publications and to promote a spirit of friendship among members.

ARTICLE IV - MEMBERSHIP

(i) Charter Members - A Charter Member is any member who was invited to join and voluntarily submitted his/her application on or before April 1, 1997.

(ii) Active Members - An active member shall be an individual who is duly licensed, where required or legally qualified to practice the profession of Private Investigator or Security Service Operator; has been invited to join W.I.N. and has been unanimously approved by the Executive Board.

(iii) Life Members - Life membership may be conferred by the Association on any member who has reached the age of seventy five (75) or at such time and under such terms as the Executive Board shall determine. A Life Member shall enjoy all benefits of membership including voting rights, but will not be required to pay annual dues.

(iv) Associate Members - Shall be any individual who is affiliated with the investigation or security industry, i.e. insurance, uniform or equipment manufacturers. An Associate Member must be invited by an Active member and be unanimously approved by the Executive Board. An Associate Member shall be a non-voting member and will be required to pay the same fees as a regular member.

(v) Senior Associate Member - Any individual who has reached the age of sixty five (65), who was formerly affiliated, in some manner, with the Investigation and/or Security Industry, and wishes to maintain an association. A Senior Associate Member must be invited to join by an Active Member; and be unanimously approved by the Executive Board. He/she shall be a non-voting member and shall be required to pay annual as determined by the Executive Board.

(vi) Probationary Member - Probationary membership shall be granted to all applicants who have been invited to join by an active member upon presentation of their application and fees. A probationary member shall be entitled to attend any regular meeting of the Association but will have no voting privileges and will not be eligible to sit on any standing or special committee until the Executive Board has approved active membership.

(vii) Honorary Membership - May be conferred by the Association at such time and under such terms as the Executive Board shall determine. Honorary members have no voting rights.

Section 3. No applicant for membership shall be accepted if convicted of a felony unless ten (10) years have elapsed since the completion of any sentence imposed by the courts as a result of this conviction.

Section 7. The resignation of any member in good standing shall be accepted when made in writing to the Executive Director.

ARTICLE V - DUES

Section 1. The dues of this Association shall be determined by the Executive Board for all Active, Probationary, Charter, and Associate members. An entrance fee of fifty (\$50.00) will be charged for the first year which may be waived if the applicant is a member in good standing of a recognized international or national association. The dues for a Senior Associate Member shall be determined by the Executive Board .

Section 2. Dues are payable on or before January 1st of the year. Any member not paying dues by March 1st of any year shall be deemed delinquent and only upon advising the Executive Director in writing, giving a satisfactory reason for failure to pay dues and advising the Executive Director when the payment of dues may be expected, shall a suspension be tolled for thirty (30) days beyond March 1st, subject however, to the discretion and approval of the Executive Director in each case. No member who is delinquent in his dues will be allowed to vote at any meeting. Any member not paying his dues by April 1st may be automatically expelled from the membership of this Association.

ARTICLE VI - OFFICERS

Section 1. The elected Officers of this Association shall consist of a President, 1st Vice President, 2nd Vice President, 3rd Vice President, Secretary/Treasurer, and the Executive Director. All officers shall be elected for a term of one (1) year. No elected officer, other than the Executive Director and Secretary/Treasurer shall serve more than two (2) consecutive years in any office.

ARTICLE VII - EXECUTIVE BOARD

Section 1. Whenever the term Executive Board is used in these bylaws, it shall mean and include all elected Officers, immediate Past President/Chairman of the Board, Chairman of the Area Governors, Chairman Emeritus and President Emeritus.

ARTICLE VIII - DUTIES

Section 1. President. The President shall be the chief executive officer of this Association and shall serve without remuneration. The duties of the President shall be as follows: a) To exercise general supervision over the business affairs, interest and welfare of the organization, with the approval of the Executive Board. b) The President may call special meetings of the Executive Board and is entitled to one (1) vote at all meetings of the Board of Directors; c) The President will preside at the annual meeting of the Association; d) The President shall preside at all Executive Board meetings in the event the Chairman of the Board of Directors is not in attendance; e) The President shall decide all questions of order and shall preserve order and decorum; f) The President shall make a report to the membership at the regular annual meeting and a written copy of the report shall be sent to the Executive Director at least fifteen (15) days prior to the date of the said annual conference; g) The President shall appoint chairpersons and committee members subject to the approval of the Executive Board.

Section 2. 1st Vice President - Shall assist the President in the performance of his/her duties when called upon and shall assume and discharge the duties of the President in his/her absence. He/She shall perform any and all of the duties specifically delegated to him/her by the President and shall serve without remuneration.

Section 3. 2nd Vice President - Shall assist the President in the performance of his/her duties. He/She shall perform any and all other duties specifically delegated to him/her by the President and shall serve without remuneration.

Section 4. 3rd Vice President - Shall assist the President in the performance of his/her duties. He/She shall perform any and all other duties specifically delegated to him/her by the President and shall serve without remuneration.

Section 5. Chairman of the Board. The Chairman of the Board shall preside at all meetings of the Executive Board when possible and shall act in an advisory capacity to all officers and directors; and shall poll the Executive Board for their vote or opinion on matters pertaining to the Association that require attention prior to the regular Board Meetings. The Chairman of the Board shall make an annual report for the Executive Board to the members at the regular annual meeting and a copy of said report shall be mailed or electronically transmitted to the Executive Director at least fifteen (15) days prior to the date of the said annual conference; and act as an ex-officio member of the board for a period of five (5) years after his term in office.

Section 6 Executive Board. The Executive Board shall be the Governing Body of the Association subject to the provisions of the Bylaws of the Association. The Executive Board shall be composed of the Chairman of the Board, the

President, 1st Vice-President, 2nd Vice President, 3rd Vice President, the Chairman of the Area Governors, Secretary/Treasurer, Chairman Emeritus, President Emeritus and Executive Director.

(a) The Executive Board shall perform all duties set forth by the Bylaws of the Association.

(b) The Executive Board shall have the authority to employ an Executive Director to assist in the daily operations of the Association.

(c) The Executive Board shall not incur any debt(s) in any one (1) year in excess of the annual income for such a year unless a special fund is set up to provide funds for such debt whereby a two-thirds (2/3) vote of the Executive Board authorizing a withdrawal from the Reserve Fund.

(d) The Executive Board shall have the authority to select and appoint a replacement for the office of Executive Director, in case of the need for such replacement due to death or debilitating illness, until such time as the next regularly scheduled meeting of the Executive Board, regardless of the requirements for that office as indicated elsewhere in these Bylaws.

(e) If the Executive Board finds a replacement is necessary due to the Executive Director's inability to serve the best interest of the Association or a voluntary vacancy occurs, the Executive Board may install a temporary replacement in that office until the next regularly scheduled meeting. A temporary replacement must be ratified by a majority vote of the Executive Board.

(f) The Executive Board may meet as necessary during the Association's year and, in any event, just prior to the annual Board meeting at the conference location. Other meetings may be held at the call of the Chairman or upon written request of three (3) members of the Executive Board. Five (5) members of the Executive Board shall constitute a quorum.

Section 8. Executive Director. The duties of the Executive Director shall be under the control and jurisdiction of the Executive Board and will follow the policies as outlined in the by-laws. The Executive Director shall perform the following duties:

(a) The Executive Director shall receive and answer all communications addressed to him/her or that may be submitted to him/her for this purpose by the other officers of the Association; and supply and issue applications for membership and receive such applications when executed in accordance with Article IV; The Executive Director is to perform such other duties as shall be required of him/her by the Executive Board in the best interest of the Association.

(b) The Executive Director may publish at appropriate intervals, a list of the current applicants for membership, names and addresses of new members, resignations, suspensions or expulsions, death notices of members and proposed amendments to the Bylaws received by his/her office in sufficient time for proper notification to the membership; He/she shall also compile a list of paid memberships for mailing purposes;

(c) The Executive Director shall be allowed all expenses of postage, telegrams, telephone calls and such other expenses made necessary by the duties of the office i.e.; office supplies, equipment and maintenance of same. In addition, he/she shall be paid a monthly sum of money for rent of office space and equipment, the amount to be decided by the Executive Board at its annual meeting.

(d) The expenses of the Executive Director shall be paid by the Association when he/she is in official capacity at any business meeting or when instructed by the Executive Board, to proceed to any point to represent the Association; He/She shall be allowed actual travel expenses, not to exceed the regulation rail, bus or plane fare, to and from the place of the meeting or place of assignment and further expenses, as decided annually by the Executive Board, shall be allowed to defray actual costs of the hotel room, meals and other necessary incidental expenses; this allowance to start from the day of departure from home, provided that for a business meeting he/she shall time arrival not to exceed one day prior to the opening day and shall leave not later than one day after adjournment.

(e) The Executive Director shall be bonded in the sum of not less than sixty thousand dollars (\$60,000) and the premium for the said bond shall be paid by the Association;

(f) The Executive Director will be responsible for the collection and deposit of dues. Accurate records to then be sent to the Secretary/Treasurer.

(g) The Executive Director will publish a quarterly newsletter, when possible, under the direction of the editor.

Section 9. Secretary/Treasurer - The Secretary/Treasurer will establish proper accounting procedures for the handling of the Association's funds and shall be responsible for reporting the financial condition of the Association at all meetings and at other times when called upon by the Executive Board. Bank accounts for the Association shall include the name of the current President of the Association, as well as the Executive Director together with his/her own on the current Bank Resolutions to permit the signature of any one of these three (3) persons in issuing checks, thus providing an alternative in case of the inability of the Secretary/Treasurer to perform his/her functions. At the annual meeting, the Executive Board may designate certain sums of money in the treasury of the Association as Reserve Funds; The Secretary/Treasurer shall then instruct the Executive Director to withdraw from the regular depository such sums and deposit them with a government insured savings and loan association in the name of the Association, which funds shall draw interest at the existing rates; withdrawals from the Reserve Fund shall require three (3) signatures: the President, Secretary/Treasurer and the Executive Director. Such withdrawals must be for a specific purpose only.

The Secretary Treasurer will record the minutes of all meetings or appoint someone, when they are not available and will provide them to the Executive Director for distribution..

Section 10. Chairman of Area Governors and Area Governors. The Chairman of Area Governors is appointed by the Executive Board-and is considered a member of the Board until such time as another appointment is made. He/She will in turn appoint Area Governors. Each Area Governor shall act in an advisory capacity and assist the Chairman of the Area Governors in all matters pertaining to the welfare of the Association; the attainment of its objectives; the solicitation of memberships; and such other duties as are fixed by the Association. The Area Governor may receive the names of applicants for membership in his area from the Executive Director, should there be any questions as to eligibility for membership and report his/her findings on those applicants to the Executive Director.

Section 11. Editor. The Editor shall edit and publish a quarterly newsletter, when possible. There shall be four, when possible, publications during the year. In addition to editing the material, the Editor shall publicize and interpret to the membership the aims, ideals and accomplishments of the Investigative and Security profession through publication of articles of interest and relative material for the elevation of the profession and enlightenment of the membership through the "W.I.N. COMMUNICATOR", the Association's newsletter. It will be the responsibility of the editor to mail material and articles to the Executive Director who will create a newsletter for publication. The Executive Director shall be reimbursed for expenses for the publication and mailing of the "W.I.N. COMMUNICATOR".

ARTICLE IX - CONFERENCES and MEETINGS

Section 1. An annual conference of this association shall be held at a place to be determined by the membership at each annual conference. A) The Executive Board shall receive all invitations from places desiring to entertain the conference. After the invitations have been received, it shall be the duty of the Executive Board to investigate from all points of view the places extending the invitations as to said places being able, ready and willing to entertain the conference. If no proposal/invitation has been made, then the conference may be planned by the Executive Director with assistance of the Executive Board and or professional meeting planner.

Section 2. It shall be the responsibility of the member or members acting as hosts to the Conference to be in charge of all conference arrangements. This includes hotel space, conference programs and entertainment. Not less than sixty (60) days prior to the Conference, detailed plans for all arrangements shall be submitted to the President who shall have the authority to approve, change or correct same, having first examined the financial budget and estimated fees from registrations, etc. The association's conference financial responsibilities shall not exceed the conference revenues. The amount of the registration fee for the annual conference shall be determined by the Executive Board.

Section 3. The dates of the Annual Conference shall be determined by a vote of the majority of the Executive Board after conferring with members.

Section 4. No member shall take part in any meeting of this Association unless he is in good standing and duly registered.

Section 5. All wives and/or husbands of members of any class, their children, or their guests may attend the regular meeting of the Association upon payment of the established registration fee for non-members and then shall be accorded every privilege of an Active Member except the following limitations or exceptions; They shall not vote nor have voice privileges; They shall not sit in attendance at any meeting which shall be voted as an executive session.

Section 6. The Annual Meeting of the Executive Board shall be held immediately before the regular annual general meeting of the Association. The Executive Board can, if necessary, meet in assembly mid-term between the Annual Conferences of the Association. Meetings can be held in a physical location, or by any electronic or virtual means that is deemed appropriate.

Section 7. No special notice of the Annual Meeting of the Executive Board need be given.

(a) Notices in writing of special meetings (other than those which can be held by electronic or virtual means of the Executive Board must be given at least thirty (30) days prior to the time of the meeting. Such notices must state the time and place of the meeting or conference call and the matter or matters to be taken before the Board at said meeting.

ARTICLE X - ELECTIONS

Section 1. Officers shall be elected at the Annual Meeting of the Association in the following manner:

(a) At the opening of the annual meeting, immediately after the roll call has been taken, the membership shall decide by motion properly made and seconded, the day and time of the election of officers.

(b) Members shall be issued ballots as provided by the Executive Director and shall deposit same in the ballot box in the usual manner of secret ballots; unless a candidate has no opponent, and is elected by acclamation;

(c) Election to any office shall be by a majority of the votes cast by the membership as outlined in Robert's Rules of Order;

Section 2. Candidates for all offices must be present at the Annual Meeting to be qualified for such election, unless, in the judgment of the Executive Board, the absence is due to extenuating circumstances and candidate has expressed written interest in being considered for the office or position.

Section 3. All Officers elected shall hold office for one or two years determined by the president's choice of term for his office and has been approved by the Executive Board.

Section 5. The immediate past president of the association will automatically assume the position of Chairman of the Board. Should the immediate past president decline the position, the board shall elect it's chairman.

Section 6. A vacancy created in any office between the Annual Conferences shall be filled for the unexpired term of office by a majority vote of the Executive Board. The vote may be taken by a poll of the members of the Executive Board through correspondence by the Chairman of the Board. All Executive Board members shall be given the opportunity to submit nominee(s) for the vacancy. Nominees are responsible for obtaining their own second.

The Executive Board may fill any vacancy created until an election can be held at the next annual meeting.

ARTICLE XI - MANAGEMENT

Section 1. The administration of the business affairs of the Association shall be managed and controlled by the Executive Board.

ARTICLE XII - COMMITTEE APPOINTMENTS

Section 1. The Executive Board shall approve the President's recommended appointments of Chairman and members of each committee. The appointments made must be approved by the Executive Board.

Section 2. Area Governors, Chairman of the Area Governors and Executive Director shall have charge of all matters pertaining to the procurement of new members and their invitation to join and they shall thoroughly investigate all applications for membership and shall introduce new members when present at meetings.

(a) Upon receiving an application for membership, should there be any question as to eligibility the Executive Director may enlist the assistance of the Area Governor or where no Area Governor is appointed in a particular area, the Chairman of The Area Governors, shall make a full and complete investigation of the applicant.

(b) The Area Governor or where no Area Governor is appointed in a particular area the Chairman of The Area Governors shall then report the findings in writing to the Executive Director.

ARTICLE XIII - DISCIPLINE

Section 1. Any member or officer of the Association may be reprimanded, suspended or expelled for conduct unbecoming a member of the Association; for violation of the Bylaws and/or Code of Ethics of the Association; or, for any conduct, which may endanger the welfare, interest or reputation of any individual member or of the Association.

Section 2. A member who has been convicted of a felony may be removed from membership and will not be eligible to reapply until ten (10) years have elapsed since the completion of any sentence imposed by the courts as a result of this conviction.

ARTICLE XIV - PROCEDURE

Section 1. The current edition of **Robert's Rules of Order** shall govern the parliamentary conduct of all meetings, except as otherwise provided herein. The laws of the State of Delaware shall govern the handling of the business affairs of the Association.

Section 2. The Annual Business Meetings shall include, but not be limited to, the following:

- (a) Call to Order;
- (b) Roll Call (registered members to be called only);
- (c) Set time for the election of Officers and Directors;
- (d) Reading of the Minutes of the previous Annual Business Meeting;
- (e) Address by the President;
- (f) Reports of the Vice Presidents;
- (g) Report of the Secretary/Treasurer;
- (h) Report of the Chairman of the Board of Directors;
- (i) Report of the Executive Director;
- (j) Report of the Special Committees;
- (k) Unfinished Business;
- (l) New Business;
- (m) Report of the Conference Chairman for next Annual Conference;
- (n) Good and Welfare of the Association;
- (o) Adjournment.

The election of the Officers shall be held at the appropriate time as previously set.

Section 3. All members when speaking or offering a motion shall rise in their place, give their name, city and state or province and country to the presiding Officer and when they have finished shall resume their seat. While speaking on a subject they shall confine themselves to the question under debate, avoiding all personalities and indecorous language. No member of the Association will be permitted to speak more than once at any meeting on the same subject until all members who desire to speak on the same subject have been heard.

Section 4. All notices provided for in the Bylaws shall be sent by mail or email to the members' addresses on file with the Executive Director and the posting of such notices to said addresses shall be regarded as notice to the members, unless provided for otherwise in these Bylaws.

ARTICLE XV - PROTECTION OF CHARTER

Section 1. In order to protect and prevent abuse or misuse of the corporate name of this Association, namely the World Investigators Network, Inc., it shall be the perpetual duty of the Officers and the Executive Board of the World Investigators Network, Inc. to take any and all legal steps necessary to retain the characters and names of the aforesaid Association.

ARTICLE XVI - AMENDMENTS

Section 1. The Bylaws shall be amended in the following manner:

- (a) The proposed amendment must be submitted in typewritten form.
- (b) The proposed amendment shall be published in the W.I.N. Communicator or other official notice of the Association by email, listserv or web notice, in order that all members may have due notice that such an amendment will be voted upon at the next meeting;
- (c) The proposed amendment shall be adopted by a majority of votes cast by members at the annual meeting.

ARTICLE XVII - SUSPENSION OF RULES

Section 1. Any section of the Bylaws relating to the business procedures can be suspended by a two-thirds (2/3) vote of the votes cast at the Annual Meeting.

ARTICLE XVIII - DISSOLUTION

Section 1. The association can be dissolved by a two-thirds (2/3) vote of the votes cast at the Annual Meeting. Upon dissolution any funds remaining in the treasury shall be used to pay any and all outstanding debts incurred by the association.