

**By-Laws**  
of the  
**Florida Association Of Private Investigators, Inc.**

*The Florida Association of Private Investigators, Inc. is incorporated in the State of Florida. The Document Number for this corporation is P05000163133. The date of incorporation was December 15, 2005 and was filed by Harvey E. Morse, President, and Ari S. Morse, Vice-President. The initial corporate mailing address is: 2435 South Ridgewood Avenue, Volusia County, South Daytona, Florida, 32119.*

**Article I. Name**

The name of this corporation is the Florida Association of Private Investigators, Inc., (hereinafter referred to as either the “Association” or “FAPI”).

**Article II. Mission and Vision**

The mission of the Association is to bring all Private Investigators together, primarily those who are licensed in the State of Florida, in addition to suppliers of services, education, training and equipment. The Association is dedicated to improving the professionalism of the industry, affecting change in legislation or other governing rules and regulations when necessary, promoting a positive image of the private investigative profession to society, and attempting to resolve issues of concern. It shall also be a source of educational training for the professional enhancement of its members. It shall have an Annual Meeting and shall attempt to make that experience accessible to the widest possible audience. The Association may initiate, present or participate in activities and functions in support of its mission, including promoting the advantages of utilizing private investigative services to the legal community and the general public.

*It is the goal of this organization to allow membership to the greatest number of Florida licensees, to insure that the Association has the strongest voice for the profession in the State of Florida.*

**Article III. Membership**

**Section 1.**

The Association shall have the following categories of membership: Active, Associate, Affiliate, Honorary, Active-Life, Life, and Emeritus. The Board of Directors may upon majority vote, establish additional membership categories and the criteria for same.

**Charter Member:**

At the inception of this Association, a limited number of Charter Memberships were made available at a special fee, which granted the privilege of using the designation, “Charter Member.” Each Charter Member met all of the requirements of an Active Member. Charter Memberships are no longer available.

**Active Member:**

Individuals and business entities holding a current Florida investigative license, pursuant to Florida State Statute Chapter 493, shall be eligible to become an Active Member of the Association.

**Active – Life Member**

Individual and business entities who have qualified for and become an “Active Member” of the Association and who wish to express their long term commitment and dedication to FAPI may request that the Board of Directors allow them to meet the requirements, as established by the Board of Directors, for designation as an Active – Life member of the Association.

At the first Board of Directors’ meeting following the Annual Meeting, each year, or at any other time, the Board of Directors may establish criteria and set a one-time fee required to attain “Active – Life” membership status.

For the purposes of interpretation of these By-Laws, an Active – Life Member shall be granted all the rights and privileges of an “Active Member” with the exception that all future dues obligations shall be waived. Active – Life Members shall be subject to all of the rules and regulations of an Active Member.

**Associate Member:**

Individuals and business entities holding similar licenses from other states, jurisdictions or countries including individuals in any recognized form of law enforcement, shall be eligible to become an Associate Member of the Association.

**Affiliate Member:**

Individuals, suppliers, or business entities in allied fields or support services, shall be eligible to become an Affiliate Member of the Association.

**Honorary Member:**

An Honorary Membership may be granted by the Board of Directors by majority vote. Honorary membership carries no privileges of membership except as may be granted by the Board of Directors. No dues or assessments shall be applicable to this membership category. An Honorary Membership may be revoked by a two-thirds vote of the Board of Directors.

**Life Member:**

Active or Associate Members who have reached the age of sixty-five years, and who have maintained licensure as a private investigator for at least 15 consecutive years, may apply to the Board for Life Membership. If granted, all dues, if any, shall be waived. Maintenance of licensure shall not be required and they shall be entitled to vote at meetings. Life members shall not be eligible to hold an elected position on the Board of Directors.

**Emeritus Member:**

The Board of Directors, by majority vote, may from time to time, grant Emeritus Membership status to any Active, Associate, Affiliate, or Life Member. Emeritus Members shall have all the rights and privileges granted to an Active member. If granted, all dues if any shall be waived, and maintenance of licensure shall not be required.

**Founding Director Emeritus Member:**

The Board of Directors by majority vote has granted to Harvey E. Morse, the Founder of this organization, Founding Director Emeritus status. He shall have all rights and privileges granted to an Active Member, and serve as a member of the Executive Committee without any obligation to attend, nor penalty for not attending meetings. All dues if any shall be waived, and maintenance of licensure shall not be required.

**Student Member:**

The Board of Directors recognizes and applauds those persons who are currently enrolled in, or are otherwise attending or participating in recognized educational facilities, training facilities, course instruction, including on-line, for the purpose of enhancing their education to potentially become a member of this profession. Student members shall have such rights and privileges as may be granted by the Board of Directors. To be eligible for this membership category, the student must be sponsored by an existing member in good standing.

**Section 2.**

New applicants may be asked to complete a membership application which shall be processed by the Membership Committee. Applicants' names may be posted or published to the existing membership for comments. The Membership Committee shall review all applications and give consideration to licensure history (if applicable), criminal history, reputation, character and professional conduct. The findings, comments, and recommendations of the membership Committee shall be presented to the Board of Directors for acceptance or rejection of the application, which shall be decided by a majority vote.

**Section 3.**

No person who is otherwise qualified for membership may be turned down for reasons of financial hardship, upon proof thereof, to the satisfaction of the President. All such personal discussions between the member and the President regarding personal finances and hardship shall be kept in strict confidence.

**Section 4.**

Each member of the Association agrees to be bound by the Association's Code of Ethics as may be adopted or amended by the Board of Directors, the By-Laws, any amendments or modifications thereto, and by the lawful actions of the Board of Directors or voting members of the Association.

**Section 5.**

No member of the Association shall be personally liable for the debts or obligations of the Association, nor shall any member have the authority to enter into any contracts or agreements on behalf of the Association without the advance prior authority of the Board of Directors, except as otherwise provided herein.

**Section 6.**

Membership in good standing is defined as being current in all financial obligations to this Association, and not currently under discipline by the Board of Directors-

## **Article IV. Meetings and Voting**

### **Section 1.**

Active Members shall be entitled to attend the Association's Annual Meeting, any regularly scheduled or special meetings, to vote for members of the Executive Committee and Board of Directors, be elected to the Board of Directors or Executive Committee, and to enjoy such other privileges as may be granted by the Board of Directors.

Associate Members may attend the Association's Annual Meeting, any regular or special meetings, and may exercise other privileges as may be granted by the Board of Directors. Associate and/or Affiliate Members may have the right to vote on certain issues as determined by a majority vote of the Board of Directors, for those specific issues.

All other members shall be entitled to attend the Association's Annual Meeting and may exercise such other privileges as may be granted by the Board of Directors.

### **Section 2.**

The date, time, and location of the Annual Meeting of the Membership of the Association shall be determined by the Board of Directors.

### **Section 3.**

Notice of the date, time, and place of the Annual Meeting shall be published to the membership, not less than three (3) weeks prior thereto.

### **Section 4.**

The presence in person of 15 Active members qualified to vote, shall constitute a quorum at the Annual Meeting. For the purpose of this Section, Members who have been granted, or Members in categories that grant the right or privilege to vote at meetings shall be counted to establish a quorum.

### **Section 5.**

All meetings of the Association, including the Executive Committee, Board of Directors, and Committees shall be conducted in accordance with the most current edition of Robert's Rules of Order when not in conflict with these By-Laws. There shall be no voting by proxy or by representation at any meeting except as provided in these By-Laws for the election of Officers and other members of the Board of Directors at the Annual Meeting. (See Article VII).

The President shall appoint a non-voting Parliamentarian, proficient in Roberts Rules of Order and parliamentary procedures, who may attend all meetings. The Parliamentarian shall be eligible to vote if otherwise qualified by virtue of another position and the Parliamentarian shall conduct the election portion of the Annual Meeting.

### **Section 6.**

Area Directors may hold local meetings, gatherings, social events, dinners, educational seminars, and legislative caucuses, all subject to the prior approval of the Board of Directors. No actions may be promulgated or taken at these meetings that may bind or affect the Association as a whole.

**Section 7.**

All meetings of the Association shall be open to all categories of membership, except when called into Executive Session, pursuant to the most current edition of Robert’s Rules of Order.

**Section 8.**

Meetings including voting of the Board of Directors, the Executive Committee, or any other committee may be conducted in-person, by telephone conference, video conference, any combination thereof, or by any other electronic means providing all those who are eligible to participate to have an opportunity to take part. All voting, at meetings conducted other than “in-person,” with the exception of meetings conducted via e-mail, shall be by roll call, counted and recorded by the Secretary.

Voting results at meetings conducted via e-mail shall be maintained by the Secretary, and shall include the name of each voting member. This requirement shall not be necessary when voting for initial membership approval, unless requested or in the event of a controversy.

The Annual Meeting shall only be conducted “in-person.”

**Section 9.**

The Association shall hold at least one Board of Directors meeting per calendar quarter.

**Article V. Board of Directors**

**Section 1.**

The Board of Directors of the Association shall consist of no less than eleven (11) and no more than twenty-five (25) members. It shall, at a minimum, include the members of the Executive Committee, the Area Directors, and any Directors Emeritus. The Board of Directors shall be required to approve an annual operating budget at the first regularly scheduled meeting after the Annual meeting, which shall take into consideration recommendations of the Finance Committee. Active membership category in the Association and possessing a current valid Florida investigative license, under FSS Chapter 493 or any successor state Chapter or Statute, is required to hold elected office as a Director or Officer, except as otherwise provided herein.

**Section 2.**

The term of office of an Officer or Director shall be for one year. Officers and Directors shall serve until their successors have been duly elected. Any elected Officer or Director who no longer meets membership requirements, or whose membership has been revoked or suspended by the Board of Directors, or whose Florida State license has been revoked, or suspended, or who has been convicted of a criminal offense wheresoever situated, shall be deemed to have resigned the position.

**Section 3.**

The Board of Directors, by majority vote, may from time to time honor any person who has had a significant long-term involvement with the Association for its benefit or the benefit of the industry, as a Director Emeritus. A Director Emeritus shall have voting privileges at all meetings, including Board of Director meetings, is relieved of any and all mandatory financial

and attendance obligations, and may have any other privileges as may be conferred by the Board of Directors.

**Section 4.**

Members of the Board of Directors are expected to attend Regular and Special Board meetings, and actively participate in at least one operating committee. Any member of the Board of Directors, who without having been previously excused by the President, misses three (3) meetings of the Board of Directors during the fiscal year, shall be automatically dismissed from their position on the Board of Directors.

**Section 5.**

Any vacancy occurring on the Board of Directors, including any vacancy created by an increase in the number of Directors, resignation or incapacity may be filled by affirmative vote of a majority of the remaining Directors. A Director so chosen to fill a vacancy shall hold office only until the next election of Directors at the Annual Meeting. A member of the Board of Directors may request the President to allow a temporary leave of absence due to personal or medical reasons, and if granted, all obligations shall cease until their return. In that event, the time period requested for absence must be reasonable in accordance with the situation presented, so as not to adversely affect the continuing operation of the Association.

**Section 6.**

All corporate powers shall be exercised by and under the authority the Board of Directors. The fiscal year of the Association shall be from January 1<sup>st</sup> through December 31<sup>st</sup>.

**Section 7.**

There shall be a minimum of one meeting of the Board of Directors per calendar quarter, the date and location of which is to be determined by the Executive Committee. Other meetings may be called at the discretion of the President or by written request of five (5) members of the Board of Directors in good standing. Five (5) Directors shall constitute a quorum at any scheduled Board meeting.

**Section 8.**

Board members shall serve as such without compensation; however with Board of Director approval and proper documentation, Board members may be reimbursed for actual out-of-pocket expenses for expenditures made on behalf of the Association, providing there are funds available.

**Section 9.**

The Board of Directors shall establish the amount that each member category shall contribute to the Association as dues, for each fiscal year. The Board shall also have the right to determine that there are no dues, based upon concurrence of the availability of other sources of revenue such as fund-raising, donations, payment for certificates, training or other Association material or logo bearing products. Participation in events by any member who is financially incapable of contributing may be waived, or the financial requirement may be waived, at the sole discretion of the President. Any such personal discussions between the member and the President regarding personal finances and hardship shall be kept in strict confidence.

**Section 10.**

All Directors and members shall advise the 1<sup>st</sup> Vice-President of any and all fundraising activities for approval, in advance, prior to the commencement of the activity.

#### **Section 11.**

The Board is empowered to establish and authorize the use of designations after a member's name, by creating criteria for same. Qualifications may be based upon length of licensure, experience, areas of specialties and practice, type of license, examination, attendance at specific events, seminars, and so forth, and may include Associate members.

#### **Section 12.**

The Board encourages members in good standing to utilize the official FAPI logo for advertising, including on business cards, letterheads, newspapers, the yellow-pages, or any electronic media including signature lines and the Internet. Members are also urged to indicate they are members of FAPI in e-mail signatures and other correspondence. Members should keep in mind that the Association seeks a positive image with the public, government, other members, other Associations and clients, and all communications and conduct including the use of the FAPI e-mail newsgroup should be professional and courteous. Disciplinary action ranging from censure to revocation of membership for misuse or inappropriate use of the e-mail newsgroup shall be at the discretion of the Board of Directors, in accordance with the Disciplinary Policy set forth herein. However, the President and/or Chair of the Communications Committee shall be authorized to immediately suspend the offending member(s) from use of the list, until the Board of Directors make a final determination of the permanent disciplinary action to be taken.

#### **Section 13.**

In the event of non-renewal, suspension or revocation of membership, the use of the FAPI logo or any association with the name FAPI or Florida Association of Private Investigators, Inc. must cease immediately.

#### **Section 14.**

Membership plaques or certificates, and identification cards are the property of the Association, and must be returned to the Association if requested, by majority vote of the Board of Directors.

### **Article VI. Executive Committee / Officers**

#### **Section 1.**

The Executive Committee of the Association shall consist of the President, 1<sup>st</sup> Vice-President, 2<sup>nd</sup> Vice-President, 3<sup>rd</sup> Vice-President, immediate Past-President, Treasurer, Secretary and the Founding Director Emeritus. No member of the Executive Committee or Board of Directors shall be permitted to concurrently be a Board Member, Director or Executive Officer of any other Florida based Association or Florida organization that encompasses private investigations. This restriction shall not apply to any professionally recognized national or international association, educational association, or an official State entity, as determined by the Board of Directors.

#### **Section 2.**

The duties of the President are to preside at all meetings of the Executive Committee, the Board of Directors and the membership, and to enter into all contracts duly authorized by the Board of

Directors. The President shall appoint the Chairperson or Co-Chairpersons of all standing and special committees and perform such other duties appropriate to the office. The President may attend any Association or committee meeting and, with the exception of the Nominating Committee, is an ex-officio voting member of all committees. The President is authorized to expend up to three-hundred dollars (\$300) for emergency purchases, on behalf of the Association, where prior Board of Director approval is not practical or possible, and must explain same to the Board of Directors as soon as possible thereafter.

### **Section 3.**

The 1<sup>st</sup> Vice-President shall carry out the duties of the President if the latter is not able to do so, shall chair the Fundraising Committee and provide fundraising status reports no less than at each Executive Committee or Board of Directors' meeting. The 1<sup>st</sup> Vice-President shall preside in the absence of the President, or when the President wishes to take part in debate. The 2<sup>nd</sup> Vice-President and 3<sup>rd</sup> Vice-President shall assist the 1<sup>st</sup> Vice-President to carry out the duties of the President in successive order, if the President is not able to do so.

### **Section 4.**

The Treasurer is responsible for accounting for all financial receipts and disbursements, and shall present a financial report at each regularly scheduled Board of Directors Meeting, at any other time as directed by the Board of Directors, at the Treasurer's own initiative, or when asked by the President. The Treasurer will also be a voting member of the Finance Committee.

### **Section 5.**

The Secretary shall keep the minutes of all Board, Executive Committee, and membership meetings, and shall be responsible for distributing such minutes electronically or in writing to all members of the Board at least one (1) week prior to the next regular meeting of the Board of Directors. The Secretary shall maintain a "Motions Book." This is a permanent record of the final wording of all motions, including amendments, passed by the Membership, The Board of Directors and the Executive Committee. The Secretary shall be responsible to maintain all the various records of the Association, ensure that they are properly maintained by the corporate office and that they shall be reasonably available when needed or when requested by the Board of Directors or the President. The Secretary shall also be responsible for the distribution and delivery of information and documents, when so required by these By-Laws, or when so instructed by the President or the Board of Directors.

### **Section 6.**

The immediate Past-President shall be a voting member of the Board, have the right to attend any and all meetings, shall be considered as an advisor, and shall have no specific duties unless authorized by the Board.

### **Section 7.**

Meetings of the Executive Committee may be called by the President or by written request of three (3) members of said Committee. Four (4) members of said Committee shall constitute a quorum for a meeting.

### **Section 8.**

The State of Florida shall be divided into a minimum of five (5) geographical areas, with Area Directors for each, and shall include the South, North, East, West and Central sections; however,

the Board of Directors may add additional areas or re-define areas as they may deem necessary. The Area Directors shall be responsible for membership recruiting and local area gatherings and functions. A maximum of two (2) persons, may, as Co-Area Directors, share the duties and responsibilities of an Area Director. Each Area Director and Co-Area Director shall be a full voting member of the Board of Directors.

## **Article VII. Election of Officers, Members of the Board of Directors and Area Directors**

### **Section 1.**

All officers and Board of Director members shall be elected for a term of one (1) year, except as otherwise provided herein, and shall serve until a successor is elected.

### **Section 2.**

Officers and other members of the Board of Directors shall be elected at the Annual Meeting.

### **Section 3.**

The Nominating Committee shall present a list of nominees for each office as provided herein. Nominations may also be given to the Nominating Committee up to two weeks prior to the Annual Meeting, and each shall comply with the membership category and all requirements for the offices sought.

### **Section 4.**

There shall be no limitation regarding the number of terms that an individual may be elected to office. No person shall hold more than one elected office simultaneously.

### **Section 5.**

Proxy voting for Officers and other members of the Board of Directors only, shall be permitted in accordance with the following procedures:

- A. Members in good standing who are qualified to vote as verified by the Secretary, and who will not be in attendance to vote for officers and members of the Board of Directors, at the Annual Meeting may submit a request to vote by proxy. The Secretary shall notify all members regarding the option of proxy voting via the e-mail list and by publication on the website, no less than forty-five (45) days prior to the date of the election.
- B. Any member who wishes to vote by proxy must request from the Secretary the appropriate form which shall be created by the Board of Directors.
- C. No individual member in attendance at the election meeting may cast more than two (2) proxy votes in addition to their own vote for any contested office.
- D. Any member who gives another a proxy is entitled to vote in place of the proxy if personally present at the election, and there shall be no recourse if the holder of a proxy fails to vote, is not qualified to vote or fails to be present at the time of the election.
- E. Proxies shall not be assignable.
- F. Upon entering the Annual Meeting, prior to the election, those holding proxies must declare themselves and the identity of the proxy giver to the Secretary for verification of good standing and voting rights. Each qualified voter shall be given ballots prior to the vote of each office, in the appropriate number.

**Section 6.**

The Secretary shall present to the Parliamentarian the maximum number of possible votes that may be cast for any office.

**Section 7.**

The Chair shall appoint three (3) tellers whose duties are to count the ballots for contested offices. The tellers shall count the votes and advise the Parliamentarian of the results and the amount of votes each candidate received. The Parliamentarian shall announce the winner who received a plurality of votes.

**Section 8.**

In the event of a tie, the candidates with equal votes shall be nominees in a run-off.

**Section 9.**

At the conclusion of the election meeting, all ballots shall be destroyed.

**Article VIII. Standing and Special Committees**

The President shall appoint Chairpersons of all standing and special committees, necessary to conduct the business of the Association, within thirty (30) days of taking office, and shall report those names to the Board of Directors and membership no later than at its next meeting. Chairpersons shall be responsible for appointing their committee members with the President's approval, and are to notify the Board of Directors of those persons selected within twenty (20) days after appointment, except for the Nominating Committee. The President may appoint Co-Chairpersons and in that event, the Co-Chairs shall each have one Committee vote. The Board of Directors shall have the right to determine which Standing Committees shall be activated for that fiscal year.

The Standing Committees shall include, but are not limited to:

- Finance Committee
- Fund Raising
- By-Laws
- Social Events
- Legislative Liaison
- Grievance/Ethics
- Education
- Communications/Website
- Newsletter
- Nominating Committee
- Membership

All Chairpersons and Co-Chairs of Committees must be "Active" category members, except as otherwise provided herein. All such committees of the Association, as well as all other committees established from time to time by the President or by majority vote of the Board of Directors, shall function subject to and under the direction of the Board of Directors.

The Chairperson and/or Co-Chairs of each Standing Committee, with the assistance and concurrence of the Board of Directors, shall annually define the duties and responsibilities of their Committee. The Board of Directors may authorize the establishment of Special Committees, the duties and responsibilities of which shall be defined by the Board of Directors.

### **Article IX. Nominating Committee**

#### **Section 1.**

The Nominating Committee shall consist of a chair, appointed by the President, and four (4) Active Members who are Florida licensees in good standing. The four (4) additional members are to be elected to the committee, by the Board of Directors, at the first quarterly meeting of the year. The Committee shall present to the Board of Directors, no later than one (1) month prior to the next Annual Meeting, a list of nominees for all Board of Director positions, which shall be available for election at the next Annual Meeting. Its term of existence shall conclude after all positions requiring nominations have been properly submitted for the next fiscal year. A member of the Nominating Committee may be nominated for a position on the Board of Directors.

#### **Section 2.**

Not less than ten (10) days prior to the Annual Meeting, the Secretary shall distribute the Nominating Committee's list of nominees to the membership at large, via the user group e-mail list or any other mailing or notice, and shall also cause the slate to be posted on the official FAPI website. All Officer Positions may be jointly held by a maximum of two(2) qualified people. Each office holder and co-office holder shall be a voting member of the Board of Directors. No more than two elected members of the Executive Committee may be from the same business entity.

### **Article X. Committee Make-up**

All committees shall consist of no less than a Chairperson and two (2) additional members, not including any ex-officio members as provided for in these By-Laws. Chairpersons may select members from any category of membership, including non-voting Associate or Affiliate members, or non-association members for their Committees, due to a particular expertise or skill for the betterment of the Association.

### **Article XI. By-Law Amendments**

The By-Laws may be amended at any regular meeting or special meeting of the Board of Directors by a two-thirds vote of the Board of Directors at said meeting, provided the amendment(s) has been submitted in writing to the Board of Directors, and e-mailed to the FAPI general membership usergroup, no less than two (2) weeks prior to the meeting at which the amendments will be voted on. Copies of the current By-Laws and copies of any proposed changes shall be available for examination at the Association's usual place of business.

All member proposed changes to the By-Laws shall be submitted to the By-Laws' Committee for review, evaluation, modification or rejection and thereafter submitted by the By-Law Committee with its recommendation to the Board of Directors. Any changes suggested by the Board of Directors shall be resubmitted to the By-Laws' Committee for input, evaluation, modification or

rejection and then resubmitted to the Board of Directors. By-Law changes shall take effect immediately upon approval by a two-thirds vote of the Board of Directors.

## **Article XII. Disciplinary Procedures**

### **Section 1.**

A member may be disciplined based upon the good faith determination of the Board of Directors that the member has violated these By-Laws, the Code of Ethics of this Association, or has engaged in conduct materially and seriously prejudicial to the purposes and best interests of the Association. Such discipline may include, but shall not be limited to: a reprimand, censure, suspension from office, the Board of Directors or a committee position for a period of time determined by the Board of Directors, removal from any elected or volunteer office, including membership on the Board of Directors or Executive Committee, and suspension or revocation of membership status in the Association. If the Board of Directors determines that grounds appear to exist for the discipline of a member, the following procedure shall be followed:

- a) The Member shall be given no less than two (2) weeks' notice of the date, time, place, and reason(s) for the meeting of the Board of Directors, and invited to attend said meeting, at which time the recommendation for disciplinary action will be presented. Notice may be given by United States Certified Mail, any courier service who can supply proof of delivery, a process server, by a national delivery company, addressed to the member's last known address as shown in the Association's records, or by personal delivery.
- b) The member shall be given the opportunity to be heard by the Board of Directors, either orally, in writing or by a representative, to challenge the reasons for the proposed disciplinary action.
- c) After all matters relevant to the proposed disciplinary action have been heard, considered and reviewed by the Board of Directors, the Board of Directors shall be called into Executive Session to determine whether the Member should be disciplined and if so, the extent of the disciplinary action. The votes on these questions shall require a two-thirds majority.
- d) No member of the Board of Directors, against whom disciplinary action is being considered, is eligible to participate in or attend the Executive Session of the Board of Directors at which the final determination shall be made.

### **Section 2.**

The decision of the Board of Directors shall be final.

### **Section 3.**

In the event that any actions or complaints are filed by a governmental authority, against a member, where so ever situated, the Board of directors shall make the determination whether the member is in good standing, based upon the facts and circumstances presented. Should the actions or complaints be dismissed, with a determination of no culpability, the member shall be immediately reinstated. A member declared not in good standing for cause, by a finding of culpability, is permitted to utilize the procedures set forth in this Article for reinstatement.

**Section 4.**

A person, whose membership in the Association has been suspended or judged not in good standing, may request re-admission and return to a status of good standing in the Association. If membership has been revoked a new application is required.

A) The Board of Directors may, on a case by case basis, determine the period of time which must elapse after the application of disciplinary action before a request for re-admission to membership may be filed, but in no event shall that be less than thirty (30) days. An individual whose membership in the Association has been revoked must submit a new application for membership to the Association, to the Membership Committee for its consideration. When considering such an application the Committee shall give weight to the former member's compliance with the terms and conditions of any assessed former disciplinary action, whether or not the individual currently meets the requirements for membership in a membership category and whether or not re-admission of the individual is in the best interest of the Association. The findings of the Committee, both pro and con, shall be presented to the Board of Directors for acceptance or rejection of the application.

B) The decision of the Board of Directors shall be final.

**Article XIII. Profits and Distribution of Assets upon Dissolution**

No person, firm, or corporation shall ever receive any dividends or profits from the undertakings of the Association, and all profits derived, if any shall be maintained by the Association and be used solely and exclusively for the advancement of the Association and its goals. Upon dissolution of this organization, all of the Association's assets remaining after payment of all costs, debts and expenses of such dissolution shall be distributed to organizations which have qualified for exemption under the Federal Internal Revenue Code, presently §501 (c)(3), or to the Federal Government or to a State or local government for a like public purpose, as determined by the Board of Directors, and none of the assets shall be distributed to any member, officer, employee, committee member or trustee of the Association.

**THESE BY-LAWS, AS AMENDED, WERE DULY APPROVED BY THE BOARD OF DIRECTORS OF THE FLORIDA ASSOCIATION OF PRIVATE INVESTIGATORS, INC., ON JUNE 18, 2009 AT A SPECIAL BOARD MEETING HELD IN DAYTONA BEACH FLORIDA, AND ARE EFFECTIVE IMMEDIATELY.**

**A SIGNED ORIGINAL OF THIS DOCUMENT IS MAINTAINED IN THE ASSOCIATION'S ADMINISTRATIVE OFFICE AND BY THE SECRETARY.**

\_\_\_\_\_  
Date

\_\_\_\_\_  
President

\_\_\_\_\_