

CONSTITUTION AND BY-LAWS
MISSOURI STATE INVESTIGATORS ASSOCIATION

ARTICLE I: NAME

SECTION 1: The name of this association is the Missouri State Investigators Association (MSIA). It is an association under the authority of the laws of the state of Missouri and is registered with the Missouri Secretary of State.

SECTION 2: The corporate seal of the Association shall be in such form and design as the Executive Committee may select and shall bear the name of the Association.

ARTICLE II: ARTICLES OF ORGANIZATION

SECTION 1: The Articles of Organization of this Association include:

- A. The by-laws of this organization, and
- B. The articles of incorporation.

ARTICLE III: PURPOSE

SECTION 1: The purposes of the Missouri State Investigators Association are to:

- A. Promote the free exchange of inter-agency information necessary to effectively carry out the work of association members.
- B. Provide continuing educational opportunities members engaged in investigative work, and
- C. Enhance the status of criminal, civil and regulatory investigative work as a profession.

ARTICLE IV: MEMBERSHIP AND DUES

SECTION 1: Membership in the Association shall be limited to individuals who work in an investigative capacity, whose primary role is the investigation of criminal, regulatory violations and private investigations, and those whose primary duties included the management of personnel involved in loss prevention or asset protection. Included in the membership are employees include administrative personnel assigned to those investigative/regulatory agencies.

SECTION 2: Membership shall be made available without regard to race, sex, color, creed or national origin, under such rules and regulations of this organization which are not in conflict with these by-laws, and to any qualified applicant who subscribes to the purposes as set out in ARTICLE III.

SECTION 3: The organization shall conduct an annual enrollment of members but additional members may be admitted at any time.

A. Membership year shall be the fiscal year of July 1 through June 30.

SECTION 4: Each member of this Association shall pay such annual dues to said organization as may be prescribed by the organization. The dues shall be established by a vote of the Executive Committee.

A. Each member of the Association shall pay such dues to the Association in order to remain a member in good standing.

SECTION 5: Termination of membership in this Association can be affected in any of the following:

A. By written request of affected member, submitted to any member of the Executive Committee.

B. Termination of membership can also result from a member leaving employment of an investigative agency or position with the state of Missouri.

C. Non-payment of dues shall constitute voluntary withdrawal from membership of this Association.

1. A member who fails to pay dues and later wishes to become re-associated as a member in good standing must make application to the Membership Committee and must be re-admitted by approval of the Executive Committee or its appointed representative(s).

D. Any member of the Association may be terminated from membership for “good cause” by exhibiting conduct which causes public embarrassment for the Association, or violates the purpose for which this Association was formed.

E. Willful failure or refusal to abide by the by-laws or rules of this Association shall constitute grounds for termination.

SECTION 6: Any member facing involuntary termination of membership in this Association shall be entitled to an informal hearing by the Executive Committee.

ARTICLE V: FISCAL YEAR

SECTION 1: The fiscal year of this Association shall begin July 1 and end June 30.

ARTICLE VI: OFFICERS, ELECTIONS AND VACANCIES

SECTION 1: No person shall hold any elected or appointed position that is not a member in good standing.

SECTION 2: The officers of this Association shall be a president, a vice president, a secretary and a treasurer.

A. These officers shall be elected by the membership for staggered two-year terms, with the president and treasurer being elected for a two-year term beginning at the annual conference in

1996, and the vice president and secretary being next elected for a two-year term beginning at the annual conference in 1997. The officers could be re-elected by the Association provided such election is consistent with the by-laws.

B. Candidates for elective offices shall be nominated shall declare their nomination no later than March 31 of each year.

C. An election of the officers shall be conducted at the annual conference.

1. The election shall be by ballot; however, if there is but one candidate for any office, the election for that office may be by voice vote.

2. Members in good standing not present at the conference may submit an absentee ballot. These ballots shall be counted along with ballots from attendees.

a. In the event of a tie vote, members present shall re-vote by ballot until a candidate is elected.

D. In order to qualify for the office of president, the nominee shall have been a member in good standing for at least one-year prior to taking office.

SECTION 3: Each duly elected officer shall be announced at the annual conference and shall take office July 1, to serve two fiscal years, or until their successors are elected.

A. A person shall not be eligible to serve more than two consecutive terms in the same office. Any person having served more than one-half of a term shall be credited with having served that complete term.

SECTION 4: It shall be the duty of the secretary to post the announcement of elected positions to be voted on during the annual conference no later than March 1. The announcement will include a solicitation for Members to seek an elected office.

A. Members who desire to seek an elected position, and who have met the requirements for the position, must declare their candidacy no later than March 31. The candidate shall provide the secretary a resume and a written declaration seeking an elected position. The secretary shall send the declaration and resume to Members for review no later than April 1 of each year.

B. Only those persons who have consented to serve if elected shall be nominated for, or elected to, such office.

SECTION 5: In order to vote in the annual election of officers, an individual shall have been a member of the Association for at least thirty days.

SECTION 6: A vacancy occurring in any office except president shall be filled by a majority vote of the Executive Board. In the absence of the president, the vice president shall perform the duties of the president and serve as president for the remainder of the current term.

ARTICLE VII: DUTIES OF THE OFFICERS

SECTION 1: The president shall preside at all meetings of the Association and of the Executive Board; shall perform such other duties as may be prescribed in these by-laws or assigned to him/her by the Association or by the Executive Board

SECTION 2: The vice president shall serve as an aide to the president and shall perform the duties of the president in the absence of that officer.

SECTION 3: The secretary shall record the minutes of all meetings of the Association and of the Executive Board; shall keep on file by-laws and any standing rules, a current membership list, a list of all standing and/or special committees, and shall perform any other duties delegated to him/her.

A. The secretary shall be responsible for giving notification to the membership of upcoming meetings and reporting on past meetings.

SECTION 4: The treasurer shall:

A. Have custody of all funds of the Association; shall keep a full and accurate account of receipts and expenditures, and shall make disbursements in accordance with directions given or authorized by the president, the Executive Board, or by the Association. The treasurer shall present a financial statement at every meeting of the Association and at other times when requested by the Executive Committee, and shall make a full report at the annual meeting. The treasurer shall be responsible for the maintenance of all accounts of financial record in a timely fashion to coincide with bank reporting periods and the balancing of the Association's records to those. The treasurer shall also be responsible for preparation of any necessary Internal Revenue forms at the proper time and for processing the annual registration form to maintain a good standing as a corporation with the Secretary of State.

B. The treasurer's accounts shall be examined annually by an Executive Board member appointed by the President, who satisfied that the treasurer's annual report is correct, shall sign his findings to the Executive Board.

C. The Association's bank signature cards shall contain the signatures of the treasurer.

SECTION 5: All officers shall:

A. Perform duties prescribed in the parliamentary authority, in addition to those outlined in these by-laws and those assigned from time to time.

B. Deliver to their successors all official Association material not later than ten days after their successors assume office, or a request is made by the Executive Board.

ARTICLE VIII: COMMITTEES

SECTION 1: The Executive Board shall consist of the officers of the Association and members of the Association appointed by the President and shall serve at the pleasure of the President.

A. The duties of the Executive Board shall be to transact necessary business in the intervals between Association meetings and other business as may be referred to it by the Association; to create standing committees; to approve plans of work of the standing committees; to present a report at each regular meeting of the Association (if there had been an executive meeting in the interim); to appoint ~~an auditing committee and other~~ special committees; to prepare and submit to the Association for approval, expenditures from the Association's funds.

B. Special meetings of the Executive Board may be called by the president or by a majority of the members of the Executive Board.

C. The Executive Board shall have the responsibility for directing and supervising the activities of the Association. This includes approval of expenditures and the development, implementation, and supervision of programs. The Executive Board shall also be responsible for monitoring any matter which is of a concern to the Association and advising and/or informing the membership.

D. The Executive Board may act by majority written consent or by mail ballot, conference telephone calls or by a majority of those present at any meeting. No one member of the Executive Board may act on Association business independent of the other members of the Executive Board.

SECTION 4: The Executive Board shall be responsible for monitoring the by-laws of the Association. They shall also be responsible for proposing changes in the by-laws.

A. All proposed amendments or revisions to the by-laws will be presented ~~to any regular~~ **at the** Annual Conference.

SECTION 5: Training offered by the Association shall be approved by the Executive Board. Training offered by the Association will be submitted for continuing education to an approved Missouri Department of Public Safety POST provider and the Missouri Department of Professional Registration.

SECTION 6: The Executive Board it shall be responsible for the formulation and recommendation of disciplinary action against a member for "good cause". ("Good cause" as used in this section shall mean any conduct which brings the Association into public disrepute or violates the purposes for which the Association is formed, or any willful failure or refusal to abide by the by-laws or rules of the Association.)

A. The Executive Board shall perform any investigation as necessary to determine the facts in reported disciplinary situations.

B. In any situation where disciplinary action is taken, the accused member is entitled to an informal hearing before the Executive Board and presided over by the chairperson of the Executive Committee of the Association.

SECTION 7: The Executive Board and all members shall solicit members for participation in the Association and review and approve applications for membership.

SECTION 8: Special committees may be designed by the president, which shall be temporary and responsible for a specific situation, action or event.

SECTION 9: Each committee shall elect their own chairperson. Membership of the committees, unless otherwise stated, shall be by volunteer of the member or appointment by the Executive Board.

ARTICLE IX: MEETINGS

SECTION 1: The Executive Board shall meet once every two months during the fiscal year. The meeting schedule shall be determined by the President.

SECTION 2: Special meetings of the Association may be called by the president.

SECTION 3: The annual conference shall be the last regular meeting of the fiscal year, at which time any annual reports may be received, new officers installed and Association materials may be passed on to those assuming the new positions wherever practical and possible.

SECTION 4: Actions taken by the Executive Board will be done so by a majority vote of those in attendance.

SECTION 5: The privileges of holding office, making motions, debating and voting shall be limited to members in good standing of this Association.

ARTICLE X: PARLIAMENTARY AUTHORITY

SECTION 1: The rules contained in the current edition of ROBERTS RULES OF ORDER, NEWLY REVISED, shall govern this Association in all cases in which they are applicable and in which they are not in conflict with these by-laws or the Articles of Incorporation of this Association.