

MISSISSIPPI PROFESSIONAL
INVESTIGATORS ASSOCIATION, INC.
CONSTITUTION & BYLAWS

(May 30, 2008)

***Revised & Amended March 24, 2012 & June 16, 2012
and December 6, 2014***



CONSTITUTION

AND

BYLAWS

PREAMBLE TO THE CONSTITUTION AND BYLAWS

We, the members of the Mississippi Professional Investigators Association, Inc., in order to establish and promote a state association which will organize, serve and educate members, do hereby pledge to promote and maintain the highest ethical practices in the profession of professional investigators. To select for membership only those people whose personal and professional backgrounds and business affiliations have strictly observed the precepts of accuracy, truth and prudence. We endeavor to eliminate unreliable, irresponsible and incompetent members from our profession, to foster and perpetuate a spirit of cooperation among ourselves and other investigative agencies throughout the United States of America.

CODE OF ETHICS

A professional investigator is dedicated to a search for truth and the furtherance of the investigator's employer's or client's interest consistent therewith. This search for truth makes possible the establishment of the American ideas of fairness and justice for the benefit of the client in every case on which the investigator works. It should be the intention of every investigator to deal honestly, justly and courteously with all, and to practice the profession to this Code of Ethics.

1. The professional investigator will, when the appropriate opportunity presents itself, explain to the public the role of the profession in the furtherance of the administration of justice.
2. The professional investigator will not knowingly violate any right or privilege of any individual citizen which may be guaranteed or provided by the United States Constitution, and State Constitution, or the laws of the State and Federal Governments or any subdivision thereof.
3. The professional investigator will make all reporting based upon truth and fact and will only express honest opinions based thereon.
4. The professional investigator will not disclose or relate or betray in any fashion that trust of confidence placed in the investigator by client, employee or associate, without the consent of the client, employer, or associate.
5. The professional investigator will not suggest, condone or participate in any fashion or degree, for any purpose whatsoever, in entrapment.

6. The professional investigator shall refrain from accepting an assignment or employment, if a personal conflict of interest lies therein.
7. The professional investigator will deal fairly and equitably with clients or employers, and will clearly explain the duties and basis for the charges in each undertaking.
8. The professional investigator will guard against those techniques, or utilizing such equipment or devices, that may threaten the life, limb or safety of another.
9. The professional investigator will not accept commissions or allowances, directly or indirectly, from independent contractors or other parties dealing with the client, employer or associate in connection with work for which the professional investigator is responsible.
10. The professional investigator will not allow personal feelings or prejudices to interfere with factual and truthful disclosures on the assignment in which the professional investigator has been employed or consulted.
11. The professional investigator will endeavor to provide the opportunity, education and skill for the professional development and advancement of investigators in the profession.
12. The professional investigator will not directly or indirectly injure the professional reputation, prospects, or practice of another investigator. However, if the professional investigator considers that the investigator is guilty of unethical or unfair practice or designs, the professional investigator will present the information to the proper authority for action.
13. The professional investigator will uphold and never abuse the principle of appropriate and adequate compensation for those engaged in investigative work.
14. The professional investigator will not criticize another investigator's work except in the proper forum for technical discussion and criticism.
15. The professional investigator will not compete illegally with another investigator in the solicitation of work.
16. The professional investigator shall not engage in the unauthorized practice of law.
17. The professional investigator shall not solicit clientele for any attorney.

CONSTITUTION

ARTICLE I

- Section 1. This association shall be known as the "Mississippi Professional Investigators Association, Inc.," hereinafter referred to as the "Association" and abbreviated "MPIAIP".
- Section 2. Its purpose shall be to endorse, promote and safeguard the highest professional ethics of the professional investigative profession and to explore, cultivate and

advance those arts and sciences that will serve to raise the standards and techniques of professional investigators.

ARTICLE II

- Section 1. The principal office shall be located at the address set forth in the state charter.
- Section 2. The official emblem of this Association shall be the following design: The Scale of Justice with a magnifying glass in the background, with the name Mississippi Professional over the top and Investigators Association on the bottom.
- Section 3. The official emblem of the Association may be used only by members of the Association on letterheads, cards and advertising matter. The emblem shall not be used by a member for the purpose of identifying, promoting or advertising any school or training course. Neither shall a member use the emblem to promote, publicize, or advertise any publication for sale.
- Section 4. It is a condition of membership, and each and every member of this Association agrees, that the use of the emblem of this Association shall be limited to the time during which their membership shall be in good standing, and each member hereby agrees that upon termination of membership, the former member will discontinue the use of said emblem.

ARTICLE III

MEMBERSHIP

- Section 1. No person shall be refused membership in this association based on race, creed, color, religion or sex.
- Section 2. All membership applications will be processed by the Membership Committee, which consists of the current President, Vice President, Secretary/Treasurer and Immediate Past President, and approved or disapproved by same after a background investigation has been completed. If applicant is approved by Membership Committee, application will be brought before the entire body at the next regular meeting for final approval. At this time the new members will be issued a membership certificate. If applicant is rejected, a refund of his/her fees, with the exception of \$15.00 (fifteen dollars) for processing fees and a letter of explanation will be issued.

A Membership will run from January to December. The fiscal year covering the payment of dues shall be January 1st to December 31st of each year. Dues shall be due January 1st. Any member who allows their membership to expire for more

than ninety (90) days will be removed from the membership rolls. The past member will have to apply for membership again and meet all requirements.

Section 3. There shall be three (3) classes of membership in this association. They are Charter, Active and Associate.

- A. Charter Member – Any professional investigator who joined this association within the first ninety (90) days of the formation of the same.
- B. Active Member – Any professional investigator who joined the association after the first ninety (90) days of the formation of the same.
- C. Associate Member – Any person who has paid annual dues of fifty dollars (\$50.00) for support of the association, because of valuable contributions to the aims of the association. They shall have all the rights and privileges of Active Members with the exception that he/she may not have access to a password, jobs, vote on matters of concern to the Association and that he/she may not hold office in the Association. He/she must be recommended by a current Active Member. He/she must be of good moral character and reputation and not convicted of any felony or crime of moral turpitude. He/she must report any arrest to the membership committee of the Association.

Section 4. To qualify for Active membership in this Association, he/she must be a professional investigator, with a minimum of one (1) year experience. As of June 16, 2012, no new member will be accepted into this Association that has a felony conviction. Members must be at least twenty-one (21) years of age. He/she must be a citizen of the United States of America. He/she must be domiciled in the State of Mississippi and a registered voter in same. His/her primary physical location of business (i.e. Office) must be in the State of Mississippi. He/she must not use any type of illegal narcotic/drugs. He/she must not use alcohol in excess. He/she must be of good moral character and reputation. Any arrest felony/misdemeanor must be noted and reported to the Membership Committee within ten (10) days of conviction. He/she must furnish the names, addresses and telephone numbers of three (3) licensed practicing attorneys or business entities (name the individual contact) for whom he/she has performed investigative services within the past year. In the event professional investigators are licensed in Mississippi, you must furnish your number to this Association.

Section 5. Each Active Member in good standing with this Association shall be entitled to one vote on any motion or election coming before the membership at any meeting and must be cast in person.

ARTICLE IV

OFFICERS

- Section 1. The Board of Directors of this Association shall consist of President, Vice-President, Secretary/Treasurer and Immediate Past President.
- Section 2. Officers shall be elected annually at the meeting referred to in Article I, Section 2 of the Bylaws and cannot serve more than three (3) consecutive one (1) year terms. If, for some reason, the election is not held at the proper time, the sitting Officers will continue in their respected positions until such time as the election can be held.
- Section 3. Any Officer who misses three (3) or more consecutive meetings without a just cause shall be automatically removed from office, or in the event a position becomes vacant before the next election, the President may appoint a member in good standing to fill that position, if they are willing to accept the position, and nominations and elections will be held at the next meeting.

ARTICLE V

BOARD OF DIRECTORS

- Section 1. All of the powers of this Association shall be vested in and exercised by the Board of Directors.
- Section 2. Two (2) members of the Board of Directors shall constitute a quorum for transaction of business. One of the two (2) must be the President or Vice-President.
- Section 3. The President and Secretary/Treasurer shall be the Chairman and Secretary/Treasurer of the Board of Directors.
- Section 4. Any vacancy occurring on the Board of Directors shall be filled by a member in good standing that the Board of Directors selects.
- Section 5. The Board of Directors shall meet as often as it considers necessary.
- Section 6. The Board of Directors shall meet upon the call of the President. In the event of the failure or inability of the President to call a meeting, three (3) members of the Board of Directors may call such a meeting.
- Section 7. The Board of Directors may create or organize as many committees as it deems necessary to carry out the objectives of this Association.

AMENDMENTS TO CONSTITUTION

ARTICLE VI

MEETINGS

- Section 1. The regular meetings of this association shall be held two (2) times a year, alternating from the coast to the northern region of the state. One meeting in June and the other in December. The time and place shall be determined by the President, or in his or her absence, the next in command. Members shall be notified by email or telephone. The date of any meeting or conference may be changed by the President or his replacement when conditions would justify same, such as holidays, conflicts of interest, etc.
- Section 2. Special meetings may be called at any time by the President or Board of Directors when conditions actually warrant.
- Section 3. There must be at least five (5) members present to make a quorum at a regular or special meeting. At least one (1) of the members must be one (1) of the top three (3) officers.
- Section 4. Meetings shall be conducted in accordance with the procedures set forth in Robert's Rules of Order, revised.

ARTICLE VII

FINANCE

- Section 1. All monies received from membership and donations will be deposited into a bank to run the operations of this Association for the sole interest of the members of the Mississippi Professional Investigators Association, Inc.
- Section 2. All expenses for food, travel and lodging for any board member, other than regular meetings, shall be pre-approved by the Board of Directors. These include special meetings of the Board, legislative meetings, or any other necessary meeting in an attempt to improve our association or the members thereof.
- Section 3. All monies collected by this association will be used to promote legislation on behalf of its members, buy necessary supplies, advertise and in any other way foster the ideals and goals of this association.

ARTICLE VIII

AMENDMENTS

- Section 1. Any proposal to amend these Constitution and Bylaws may be presented at any regular meeting and reread and voted on during the same meeting.
- Section 2. It will take a two-thirds (2/3) majority of the members present at the voting meeting in order to amend.
- Section 3. The voting meeting to change the Constitution and/or Bylaws must be a legal meeting with a quorum and at least one (1) of the top three (3) Officers present.

ARTICLE IX

PARLIAMENTARIAN

- Section 1. The Immediate Past President will be named as Parliamentarian and will serve as the President's advisor and consultant on procedural matters. He/she shall call to the attention of the presiding officer any serious error in procedures he observes, advising chair only.

AMENDMENTS TO THE BYLAWS

ARTICLE I

ELECTIONS

- Section 1. Any member residing in the State of Mississippi, who is in good standing and has attended one (1) or more of the last three (3) meetings may hold office.
- Section 2. Annual nominations and elections will be held during the regular scheduled meeting in the month of December. Since this meeting will co-inside with the annual conference, the meeting date may be changed. In any case the newly elected officers will take office thirty (30) days after the elections for a one (1) year term.
- Section 3. In the event that an election is not held at the time specified, the sitting officers will remain in their respected positions until such time as an election is held and new officers are installed.
- Section 4. No voting by representation or proxy shall be allowed. Only active members are authorized to vote.
- Section 5. (a) Any member desiring to become a candidate for any elected office within the Association, to wit: President, Vice President, Secretary/Treasurer, will inform

the President and general membership on the day of elections. They may also inform the President by phone or email of their intent to run for office prior to the elections.

(b) The general membership shall be informed of the intent to seek elected office by the various candidates. A vacancy created in any elected office, except where otherwise provided for in this Constitution, shall be filled for the unexpired term of office by the President. Those vacancies created at a regular annual conference shall be filled by a vote of the majority of the members present.

ARTICLE II

ANNUAL CONFERENCE

- Section 1. The annual conference of the Mississippi Private Investigators Association, Inc. shall be held on the weekend of the regular December meeting, if at all feasible to do so. The conference dates, as well as the meeting dates may be changed by the President or in his/her absence, the next in command, as specified in Article VI, Section 1 of the Constitution of this association.
- Section 2. Speakers for the conference shall be the best available for our purposes of promoting better techniques, ideas, safety and in general, helping the membership improve themselves.

ARTICLE III

DUTIES OF OFFICERS

- Section 1. President; It shall be the duty of the President of this association to preside over all meetings, both regular and special, to ensure that the Constitution and Bylaws are enforced, to appoint the chairman and majority of all committees and serve as ex-officio chairman of the Board of Trustees. On all motions that end in a tie he/she must cast the deciding vote. Along with the Treasurer, he/she must sign checks or vouchers for disbursement of money from this association. He/she must perform these duties and all other duties imposed upon him/her by the Constitution and Bylaws.
- Section 2. Vice-President; It shall be the duty of the Vice-President of this association to assist the President in the discharge of his/her duties while meetings are in session. In the absence of the President, the Vice-President will assume the duties and responsibilities of the President. He/she shall appoint the minority of all committees. He/she must perform these duties and all other duties imposed upon him/her by the Constitution and Bylaws of this association. The number of Vice-

Presidents needed may be reconsidered once membership has increased to justify more than one (1).

Section 3. Secretary/Treasurer; the Secretary/Treasurer shall have custody of all books, records and documents of this association. He/she shall record and transcribe the minutes of all meetings, regular, special and board, and submit same to be approved at the next regular meeting. The Secretary/Treasurer, along with the President, shall sign checks and vouchers for any disbursement of money from this association and be the custodian of the Constitution and Bylaws, as well as all amendments in the future. All incoming monies to the association shall be turned over to the Secretary/Treasurer, who shall record the same and deposit it to the bank. He/she must perform these duties and whatever other duties that are imposed upon him/her by the Constitution and Bylaws. The Secretary/Treasurer shall be the custodian of the funds of this association. The Secretary/Treasurer shall deposit same in a financial institution that has been approved by the Board of Directors and where possible, in an interest bearing account. Along with the President or the Secretary/Treasurer, he/she must sign all checks or vouchers this association dispenses. He/she must keep an up to date account of all payouts, receipts and balances and must present a financial report at every regular meeting. He/she must perform these duties and whatever other duties that may be imposed by the Constitution and Bylaws.

Section 4. Immediate Past President; The Immediate Past President shall assist the President in carrying out his/her duties. He/she shall give freely of his/her experience as President and answer any call from the President for guidance and advice in making decisions. He/she shall perform these duties and whatever other duties that may be imposed by the Constitution and Bylaws.

Section 5. President; The President will have the responsibility of auditing the books annually during the conference. He/she will attest to whether or not all disbursements have been properly made after reviewing incoming revenues and costs acquired by the association. They shall perform these duties and whatever other duties are imposed by the Constitution and Bylaws.

ARTICLE IV

COMMITTEES

Section 1. All committees shall be appointed by the President and Vice-President.

Section 2. The President shall name the Chairman and majority of all Committees.

Section 3. The Vice-President shall name the minority of all Committees.

- Section 4. No Committee shall enter into contract under the name of Mississippi Professional Investigators Association without the expressed consent of the Board of Directors.
- Section 5. The Board of Directors shall act as a standing Grievance Committee.
- Section 6. Any Committees formed must perform all duties required of them by the President and/or Constitution and Bylaws and shall be in effect until such time as the President and Vice-President appoints a Committee to replace the same.

ARTICLE V

BOARD OF DIRECTORS

- Section 1. Duties of the Board of Directors;
- a. Meetings of the Board of Directors shall be called by the President or in his/her absence by not less than two (2) other Board Members.
 - b. The Board shall have the authority to render all decisions concerning the welfare of this Association.
 - c. They shall have the authority to sanction the payment of all bills and expense accounts contracted by this association, subject to the approval of the membership.
 - d. They shall have the authority to discipline any member of this Association. Any such discipline may be appealed to the general imposed upon them by the Constitution and Bylaws.

ARTICLE VI

MEETINGS

- Section 1. Meetings shall be held in accordance with Article VI, Section 1 and 2 of the Constitution.
- Section 2. Order of business shall be as follows;
- a. Call to order and roll call of officers
 - b. Opening prayer
 - c. Pledge of Allegiance
 - d. Opening remarks by the President and 30 minute break for lunch depending on location of meeting
 - e. Installation of Officers (December nomination and election of Officers)/New Officers will assume their duties in January
 - f. Reading of minutes of last regular and or special meeting(s).
 - g. Membership Committee report and vote on new members.

- h. Officers' Report
- i. Committees' Report
- j. Bills and/or communications
- k. Old business
- l. New business
- m. Good of the Association
- n. Guest speaker
- o. Adjournment