

TABLE OF CONTENTS

Article I Name
Article II Principal Office
Article III Purpose
Article IV Seal and Emblem
Article V Membership
Article VI Dues and Assessments
Article VII Annual Business Meeting Article VIII Officers and Directors Article IX Board of Directors
Article X Duties of Officers
Article XI Appointments and Committees Article XII Regional Chapters
Article XIII Management
Article XIV Discipline
Article XV Indemnity and Insurance Article XVI Amendment of the Bylaws Article XVII Dissolution

ARTICLE I - NAME

1.01 Name

The name of this association is the Washington Association of Legal Investigators, Inc., hereinafter referred to as "Association". The association is a non-profit mutual benefit corporation. The abbreviated form of the name of the Association shall be WALI.

ARTICLE II - PRINCIPAL OFFICE

2.01 Principal Office

The principal office of the Association shall be at a location designated by the Executive Board.

ARTICLE III - PURPOSE

3.01 Purpose

The purposes for which the Association is formed are:

To encourage a greater association and relationship between owners, operators, and employees of private investigation companies and agencies;

a. To develop, regulate, and implement the Certified Professional Investigator (CPI) program within the WALI membership that will assist members in achieving a higher level of professionalism.

b. To establish standards relating to the minimum professional requirements and practices designed to enhance the professions reputation and its members education, skill sets, and professionalism;

To elevate the standards of the profession to create a greater respect for our members by ethical and sincere dealings among ourselves, state licensing agencies, and with the general public;

a. To develop and establish continuing education (CE) standards for Professional membership and Professional membership renewals

b. To maintain a list of Investigative Best Practices that will enhance and benefit the value of the services rendered to the communities which we serve;

To engage in any lawful act or activity for which the corporation may be organized;

a. Articulating and advocating the needs and interests of the profession before legislative, administrative and judicial branches of local, state, and federal governments;

b. To cooperate on behalf of the profession with persons, firms, and organizations directly and through other professional Associations in matters involving the business and governmental affairs of the investigative profession.

ARTICLE IV - SEAL AND EMBLEM

4.01 Seal

The Official Seal of the Association shall be a circle with the date of incorporation with the WALI emblem within the circle. The seal will be secured and maintained at the official business office.

4.02 Emblem

The Official Emblem and Logo of the Association shall be designated by the Executive Board of Directors.

4.03 Use of the Emblem and Logo

Use of the seal, emblem, Logo, name, initials and other symbols of the Association, as approved by the Executive Board, is a privilege of membership and may be used only by professional members in good standing and with the consent of the Board of Directors, and only for the purpose stated by the Board. Upon termination of membership, use of the seal, emblem, name, initials and other symbols of the Association shall be discontinued.

ARTICLE V - MEMBERSHIP

5.01 Class of Membership

The Association shall have the following classes of membership: Professional, Full, Associate, and Life membership.

All Professional and Full members must hold a valid Private Investigator license as issued by WA DOL, and must be either the principal of, or the employee of, a validly licensed Private Investigative Agency as issued by WA DOR, and as specified under WA regulations.

5.02 Professional Membership

Any individual licensed by the State of Washington as a licensed private investigator in a firm, partnership or corporation, and who holds a valid C.P.I. designation issued by WALI, shall be eligible for Professional Membership. This membership is taken as an individual and is not transferable. Professional Members have the right to vote and hold office.

5.03 Full Membership

Any individual licensed by the State of Washington as a licensed private investigator in a firm, partnership or corporation shall be eligible for Full Membership. Those investigators who are working for non-investigative agency firm, partnership or corporation under the title of "investigator", and who under the laws of the State of Washington are exempt from licensing, are also eligible for Full Membership. The membership is taken as an individual and is not transferable. Full Members have the right to vote and hold office.

5.04 Associate Membership

Any individual who does not qualify for Professional Membership, and any individual residing outside of the State of Washington and not licensed in Washington, who, in his or her own jurisdiction, is qualified under the respective laws or regulations of that state or country to operate as a private investigator, and anyone who is a company employee or owner of a firm, partnership or corporation providing services and support to the legal profession, including but not limited to forensic scientists, accident reconstructionist and other related specialties. Associate members shall not have the right to vote or hold office.

5.05 Life Members

Professional and Full Members who have reached the age of seventy years shall be entitled to a waiver of all regular dues commencing with the first renewal period following their seventieth birthday. Life members shall have the right to vote, but not to hold office.

5.06 Obligations of Membership

Each member of the Association agrees to be bound by the Bylaws and any amendments thereto, and by the lawful actions of the Executive Board or voting members of the Association.

5.7 Member Liability

No member of the association shall be personally or otherwise liable for any of the debts and/or obligations of the Association.

5.8 Compensation and Expenses

Members of the Association shall serve without pay. The Executive Board may allow a member actual and necessary expenses while conducting Association business, as voted on and recorded at a regular WALI board meeting.

5.9 Association records

All official correspondence, papers, and records in the possession of members who are servicing as officers, directors or members of committees are the property of the Association.

5.10 Cessation of Membership

Any membership shall terminate whenever any of the following events have occurred;

- a) resignation of member;
- b) annual membership dues are not paid on or before the due date of December 31 each year;
- c) expulsion by the Executive Board pursuant to Article XIV of the Bylaws.

5.11 Convicted felons ineligible for membership

Any applicant for any class of membership that has been convicted and/or charged of a felony is ineligible for membership.

Exception: Professional and Full Members may be approved provided the WA Department of Licensing Director, and the WALI Board, have approved such individual to be licensed as a Private Investigator, and/or member, with the knowledge that such individual has a felony conviction and/or charge pending.

ARTICLE VI - DUES AND ASSESSMENTS

6.01 Dues

The Executive Board shall set the amount of annual dues for membership. The Executive Board shall furnish to the membership annually through the associations email list-serve in general circulation to the membership what the annual dues shall be. This information shall be noticed to the general members at least sixty (60) days before the beginning of the Association's fiscal year.

6.02 Payment of Dues

Membership dues are due and payable on January 1 of each year. Members who have not paid their membership dues by February 28th may be assessed a re-application fee.

Any member that has not renewed their dues by March 15, shall be struck from the member registry, and their list-serve privileges shall be revoked.

New members and/or struck members that join during the last quarter of the year may be assessed a prorated fee for the remainder of the year provided they pay full membership dues for the following year at the time of application for membership.

All new member and/or struck member applicants shall be assessed a one time "document fee" of \$25.00 to cover the cost of processing the application and relevant background/licensing checks.

6.03 Assessments

The Executive Board may levy such additional assessments as are necessary to carry out the activities of the association, upon ratification of two-third (2/3) majority vote of the Directors voting.

ARTICLE VII - ANNUAL BUSINESS MEETING

7.01 Annual Business Meeting

The Association shall hold an Annual General Meeting (AGM) on or before December 31 of each year at a place and time determined by the Executive Board. The AGM may also be combined with the annual Fall Conference.

7.02 Quorum

The total number of voting members present in person and/or by proxy shall constitute a quorum at an Annual General Meeting.

ARTICLE VIII - OFFICERS AND DIRECTORS

8.01 Officers

The Officers are the President, Vice President, Secretary, and Treasurer.

8.02 Directors

The remaining Directors are the Regional Directors and the Directors at Large

8.03 Nominations

Voting members present at the Annual General Meeting shall have the right to nominate and vote for any eligible candidate for Board Officers. The members of their respective Regional Chapters shall elect the Regional Directors subject to approval of the board.

8.04 Vote By Proxy

Vote by proxy or representation shall be allowed in a format and manner approved by the Board.

8.05 Eligibility for Office

To be eligible for an office, the candidate must be an active Professional Member immediately prior to the Annual Business Meeting. No two members of the Executive or Board may be from any one agency or employer.

8.06 Time and Place of Election

At the opening of the Annual General Meeting a majority vote by those members present, in person or by proxy, and eligible to vote shall set a time and place for the election.

8.07 Terms of Office

The term of office for Officers and Directors is two years. One half of the directors shall be elected on even years, and the other half elected on odd years.

Exception: the office of Treasurer is held by a non-voting financial professional who's term is set by the Board. The treasurer is also responsible for establishing an independent biannual (2 yrs) audit/review of the Associations finances and practices.

8.08 Dismissal

Any Officer of the Executive Board missing two or more meetings in the fiscal year, without notice to the Board or approval of the President, may be dismissed from their position on the Executive Board with a majority vote of the Board, at a regular Board meeting.

8.09 Removal of Officers and Directors

Removal of any member of the Executive Board may be accomplished by a 2/3 majority vote of the Executive Board at a regular Board meeting.

8.10 Vacancies

The Executive Board may fill any vacancy in the executive board for the unexpired term.

ARTICLE IX - EXECUTIVE BOARD

9.01 Executive Board

The Executive Board shall consist of not less than five (5) nor more than eleven (11) members, with the exact number to be fixed by the Executive Board. The Executive Board shall include the President, Vice President, Secretary, Treasurer, and a minimum of three (3) Directors at Large, plus any Regional Directors, and may include the immediate past President for the year following their replacement.

9.02 Meetings

An Executive Board meeting shall be held within sixty (60) days prior to the end of the fiscal year, or at the Annual General Meeting, at a location and date selected by the President. The President shall provide thirty (30) days notice of all subsequent meetings. A minimum of two regular meetings shall be held during the fiscal year. Between regularly scheduled Executive Board meetings the Executive Board may hold virtual or remote discussions and vote on items that have to be resolved before the next regularly scheduled Executive Board meeting. The results of any internet votes shall be made part on the minutes of the next scheduled Executive Board Meeting.

9.03 Closed Meetings

The Executive Board may hold closed meetings to consider Ethics Committee Reports or discipline matters, or any other matters considered to be of a confidential or sensitive nature, by the Board.

9.04 Quorum

A simple majority of the Officers and Directors at Large shall constitute a quorum.

ARTICLE X- DUTIES OF OFFICERS

10.01 President

The President shall supervise the business operations of the Association, preside at the Annual General Meeting, and perform such other duties as directed by the Executive Board.

10.02 Vice President

The Vice Presidents shall perform all duties as delegated by the president.

10.03 Secretary

The Secretary shall record the minutes of all Board meetings, the Annual General Meeting, and special meetings and perform all duties as delegated by the President.,

10 .04 Treasurer

The Treasurer shall oversee the financial matters of the Association, submit current financial reports to the Executive Board, and perform all duties as delegated by the President.

The Treasurer may not be a licensed investigator if they are a certified financial professional (CPA, Bookkeeper, etc)

10.05 Directors at Large

The Directors at Large are to assist the Officers in their assigned duties and undertake other activities as deemed appropriate by the Executive Board.

10.06 Regional Directors

The Regional Directors are to serve on the Board of Directors in addition to overseeing the activities of their Regional Chapter.

ARTICLE XI - APPOINTMENTS AND COMMITTEES

11.01 Committees

The President and the Board may establish committees as deemed necessary.

11.02 Appointments

The President shall appoint a Chair for each Committee. The Chair of each Committee shall, with the approval of the President, appoint the members of the Committee. All appointments shall be published in the Association list-serve and meeting minutes.

ARTICLE XII - REGIONAL CHAPTERS

WALI encourages the formation of Regional Chapters. A group of Professional Members may submit a request to the Executive Board to form a Regional Chapter. The Executive Board may authorize the formation of Regional Chapters under the following guidelines.

12.01 General Requirements

Only one regional chapter may serve a specific geographical area, the minimum regional chapter membership is 5 professional members, all members must be members in good standing with the Association and the regional chapter must hold at least quarterly meetings.

12.02 Regional Director Appointment

The Association Executive Board will appoint the initial Regional Chapter Director.

12.03 Regional Chapter Income and Expenditures

The Association Executive Board shall establish policies for handling Regional Chapters finances.

12.04 Suspension or Termination of Regional Chapter

In the event that the Regional Chapter fails to maintain the requirements of Article XII, the Chapter shall be dissolved or suspended as determined by a majority vote of the Association Executive Board. If the Chapter is suspended, it shall have six-months from the date of suspension to correct the reason(s) for suspension. If at the end of that time, the Chapter has not corrected its deficiencies, the Chapter shall be dissolved. There shall be no loss of membership or rights in the Association as a result of cessation of the Chapter

ARTICLE XIII- MANAGEMENT

13.01 Corporate Powers

The activities and affairs of the corporation shall be conducted, and all corporate powers shall be exercised by or under the direction of the Executive Board.

13.02 Restrictions

All policies and activities of the Association shall be consistent with all applicable federal, state and local antitrust laws, trade regulations or other legal requirements, and applicable tax exemption requirements.

13.03 Management

The Executive Board shall have the authority to employ or contract with any person or company to manage the daily operations of the Association and assist the Executive Board in achieving the associations legal and legislative affairs.

13.04 Audit

The Executive Board and Treasurer may appoint a Certified Public Accountant to perform a Bi-annual (2 yr) review or audit of the financial records of the Association.

ARTICLE XIV - DISCIPLINE

14.01 Members

A member may be disciplined by the Executive Board based on the good faith determination by the Executive Board, or the Ethics Committee, that the member has violated in a material and serious degree these Bylaws, has violated the Code of Ethics, has engaged in conduct materially and seriously prejudicial to the purposes and interests of the Association, has committed a breach of professional conduct, or has been convicted of a felony. Such discipline may include reprimand, suspension or expulsion. In the event that grounds appear to exist for discipline of a member the following procedure shall be followed:

- (a) The member shall be given fifteen (15) days notice of the proposed discipline and reason therefore; the notice may be given by first class or registered mail addressed to the member's last known address as shown on the Association's records;
- (b) The member shall be given the opportunity to be heard, either orally or in writing, at least five days before the effective date of the proposed action.
- (c) The Executive Board shall, in closed meeting, determine:
 1. That no discipline or action is necessary or;
 2. Further inquiry is necessary or;
 3. That the member shall be reprimanded, suspended or removed as a member of WALI
 4. Notification to the Department Of Licensing may be made upon termination

14.02 Appeals

The decision of the Executive Board is final. All Ethics Committee Reports and minutes of the Executive Board concerning an alleged or actual ethics violation are to be considered sealed and maintained as records of the Ethics Committee. At the Executive Board discretion the disciplinary decision may be reported out to the general membership.

ARTICLE XV - INDEMNITY AND INSURANCE

15.01 Indemnity

To the fullest extent permitted by law, the Association shall indemnify and hold harmless any and all past, present and future directors and officers, as identified and defined in these Bylaws, and, in its discretion and in accordance with law, may indemnify and hold harmless any agent and employee of this Association of and from all liabilities, expenses and counsel fees reasonably incurred in connection with any and all claims, demands, causes of action or other legal proceedings to which they may be subjected by reason of any alleged or actual action or inaction in the performance of duties of such

director, officer, employee or agent on behalf of the Association. The provisions of the Article shall be interpreted and applied subject to and in conformance with the relevant provisions off the Revised Code of Washington and shall be in addition and exclusive of any other rights to which any director, officer, employee or agent may be entitled by law.

ARTICLE XVI - AMENDMENT OF THE BYLAWS

16.01 Amendment of the Bylaws

The Bylaw of the Association may be amended by a majority vote of voting members present at an Annual General Meeting called by the Board of Directors. Amendments to the Bylaws shall not be presented to the membership at any General Business Meeting unless thirty days (30) notice has been given that a vote on an amendment is planned at said meeting.

ARTICLE XVII - DISSOLUTION

17.01 Dissolution

This Association may be dissolved at any time by a majority of voting members in good standing. Upon dissolution of this Association, any assets of the organization shall be **held in trust until** distributed to another like non-profit corporation or organization.

Presented to the association membership at the Annual General Meeting on Saturday October 15th, 2022;

Ratified by Membership Vote:

For:

Against:

Abstained:

Certified by:

x _____
Neil Harrison - President

Date: October 15th, 2022

x _____
Liz Spiegel - Director

Date: October 15th, 2022

x _____
Keith Grube - Director

Date: October 15th, 2022