

Associated Detectives and Security Agencies of Illinois, Inc.
By-Laws

2017 - November

ARTICLE I

TITLE, LOCATION, CORPORATE SEAL, OFFICIAL EMBLEM

Section 1. The title of the Corporation shall be Associated Detectives and Security Agencies of Illinois, Inc., a not for profit Corporation, hereafter referred to as the “Association.”

Section 2. The location of the principal office of the Association will be that of the Secretary.

Section 3. The Corporate Seal of the Association shall have inscribed upon it the name of the Corporation and the words “Corporate Seal”. The Corporate Seal will be kept by, and be the responsibility of, the Secretary.

Section 4. The official emblem of the Association is depicted below. The Colors will be gold lettering upon royal blue and the state emblem will be white upon gold.



(Black & White)



(Color)

This emblem may be used or reproduced only by members in good standing, and only on business cards and letterheads, provided that the word “Member” accompanies such use. Any other use of the official emblem and/or name of the Association on advertising matter, shields, badges, protection signs, shoulder patches, etc., must first be submitted to, and approved by, the Board of Directors.

ARTICLE II

PURPOSE

The purposes for which these By-Laws are formed are as follows:

- To work for the good and betterment of the profession in such matters as the collection and dissemination of information of interest to the membership, but not limited to: federal, state, county and local laws, rules and administrative regulations; interrelations with various law enforcement bodies and the general public; the investigation of complaints and grievances received from members; ethical standards; and any other information of possible interest to the membership.
- To promote the general welfare of all those members licensed by the State of Illinois in the investigative and security industry and the general public by taking proper action in reporting or otherwise discouraging violations of the State licensing act and other laws, rules and regulations; the abuse of which could adversely affect our profession and the public.
- To develop and encourage the practice of high standards of personal and professional conduct, and to promote continuing education among those persons serving in the investigative and security industry.
- Subject to the prior approval of the Board of Directors, hereafter referred to as the "Board," the Association may take a position and express an opinion on issues directly and generally affecting the investigative and security industry throughout the State of Illinois.
- To mediate, when asked, regarding disputes among members as the Officers, Board or general membership may deem appropriate.
- To discuss and/or execute such other lines of endeavor as the Officers, Board or general membership may deem appropriate.
- To provide for members in other geographical areas within the State to meet and operate as Chapters.
- To pursue the investigation and resolution of local Chapter problems which affect our industry.
- To support Chapter efforts that is for the good of our profession throughout the State of Illinois.

ARTICLE III

MEMBERSHIP

Section 1. General. There are four (4) classes of membership: Active, Associate, Life and Honorary.

Section 2. Active Membership. Active Membership shall consist of persons holding a currently valid Private Detective or Private Security Contractor license or the authorized registered management representative of a duly licensed Detective Agency or Security Contractor Agency or a separately licensed Branch Office thereof. An authorized registered management representative shall be a management person of an agency licensed to perform the services of a Security Contractor Agency and/or Detective Agency by the Illinois Department of Financial and Professional Regulation (IDFPR) who is duly registered with the IDFPR as an employee of such agency. This person shall have in his/her possession a currently valid Permanent Employee Registration Card.

No multiple memberships in the Active category are authorized within the same agency unless each prospective member holds a valid Private Detective or Private Security Contractor license. In the event that the license holder member and his/her registered management members attend any meetings at which there is a vote, the agency shall have only one vote, unless each agency member is a holder of a valid Private Detective or Private Security Contractor license.

Section 3. Associate Membership. Associate Membership shall be open to any management representative, partnership, firm or corporation who does not qualify for Active membership. They may supply any service, equipment or product, that is closely associated with the Private Detective or Security Contractor industry or hold a currently valid Detective or Security license in another state. An applicant's eligibility shall be determined by the Membership Committee and approved by the Board. Associate members shall not be exempt from payment of fees, dues or assessments and shall have all the privileges of Active Membership. In order to hold any office, he/she must be a member in good standing for two (2) years, must have attended a minimum of five (5) meetings in each year. He/she shall then be allowed to hold any office except that of the President or the Vice-President and shall have the power to vote on all matters, except those concerning By-Laws, legislation and monetary issues. No more than one (1) Associate member shall serve on the board at any time.

Section 4. Life Membership. Any Active member who has been a member of the Association for twenty (20) or more continuous years, is retired, has served at least two (2) terms of elected office, has served on at least two (2) standing committees and has represented both the ADSAI and the detective/security industry in an honorable manner, may petition the Board for Life Membership status. Life Membership will commence at next Annual meeting. Life Membership will constitute all rights and privileges of Active Membership, except that individual annual dues and assessments will be waived and said Life member will have no vote insofar as Association annual dues and assessment matters are concerned. Note: See Section Nine (9), Paragraph One (1). Retirement for Life Membership shall be defined as not deriving income from any industry represented by ADSAI. Any newly recognized Life Member shall be formally recognized (i.e., certificate, plaque, pin, etc.) as determined by the Board.

Section 5. Honorary Membership. Honorary Membership may be conferred upon any non-member who has performed meritorious service to the Association or any person of acknowledged eminence in any profession or occupation who has made a significantly valuable contribution to our profession or the attainment of its objectives. Said membership shall be conferred in the same manner as Life Membership. An Honorary member shall not pay membership fees or annual dues and shall be entitled to all privileges of the Association, except those of holding office or voting. Honorary Membership shall only be issued for a period of one (1) year. The Board shall annually review annually the Honorary Membership file and may re-elect such person from year to year.

Section 6. Application. All applicants must be sponsored by a current member or by the Membership Committee. All applications for membership must be forwarded to the Membership Committee in writing on an application prescribed by said committee. The first year's dues must accompany applications. After the June meeting, the appropriate dues shall be pro-rated for each month remaining in the year the application was received. All applications will be legible and complete before consideration.

Section 7. Processing. The Membership Committee shall forward a copy of the application to the Secretary, who will publish the name(s) of the candidate(s) in the next Association newsletter. If the candidate is an authorized registered representative of a licensed Agency or branches thereof, the name of the Agency, its address, and licensee(s) will be published together with the name of the applicant. Publication will be made in the Newsletter transmitted to all members, and a list of candidates will be read to those members present at the forthcoming meeting during the report of the Membership Committee. The initiation fee and dues will be given to the Treasurer with a copy of the application. No later than one (1) week following the meeting at which the

names of the candidates are read, the Chairperson of the Membership Committee will investigate the candidate(s) eligibility, together with any objections that may have been presented by Active members. The Chairperson will then advise the Committee of his/her findings prior to a poll of the Committee. If the majority of the Committee concurs, the Chairperson will notify the candidate(s) of their election to probationary membership. The Secretary and Treasurer will also be immediately notified of the election or rejection of the candidate(s). The new probationary member(s) will then be added to the roster by publication and announcement at the next meeting.

The investigation and determination that the candidate is duly licensed or registered with the IDFPR will be the responsibility of the Membership Committee; provided, however, that it can ask for assistance from the Investigative Committee or any Active member in conducting the investigation.

Section 8. Suspension and Expulsion - All Membership Classifications.

Any member may be censured, suspended or expelled for willful violation of any By-Law(s); conduct that is likely to endanger the interest, welfare or character of the Association, the profession, or the general public; or non-payment of fees, dues or assessments. Charges must first have been presented in writing to the President, the Chairperson of the Board and Chairperson of the Investigation, Fair Practice and Grievance Committee. The Chairperson of the Board is to be the Chairperson of the Committee investigating the charges. The Committee can elect to take no further action, censure or, by majority decision, suspend the member pending a full and final hearing by the Board. In the event of suspension, the member and Secretary will be notified immediately; the Secretary will notify the membership by publication in the next newsletter, but not prior to notification of the member. The member is to be notified of the suspension by Certified Mail, Return Receipt Requested. The correspondence is to set forth the suspension, pending hearing by the Board. It shall contain the nature of the complaint, and will advise said member of the date and time that the Board will meet to hear the matter, provided that such meeting shall not be sooner than fifteen (15) days following the date of notification.

If the next scheduled meeting falls within this time, the hearing will take place at the next scheduled meeting or at a special meeting convened for that purpose. The accused member can appear and bring others, if necessary, to assist in his or her defense.

Before said member can be expelled, the Board must concur by a unanimous decision made by individual roll call vote; the vote is to be duly recorded by a member of the Board assigned by the Chairperson to take minutes. Immediately following the hearing, the accused member will be notified by the Chairperson of the Board of the decision by the Committee and the Secretary will be notified so the decision can be published in the next Newsletter.

In the event a member is expelled, any dues paid in advance will be refunded by the Treasurer on a prorated basis. In the case of probationary members, initiation fees are not to be refunded.

Section 9. Expiration, Revocation or Suspension of State License.

Expiration or failure to renew the IDFPR issued individual license or Permanent Employee Registration Card (PERC) by a member will result in an automatic suspension of membership, excluding Life Membership. Revocation of an individual license or PERC by the IDFPR will result in automatic cancellation of membership for any member so revoked. Suspension of a Branch or Agency license by the IDFPR will not affect individual membership of a member whether licensed or registered by the IDFPR, provided that such suspension is for a period of not more than ninety (90) days. If such suspension is for a period of more than ninety (90) days, the Board will decide, by majority vote, whether to revoke, suspend, censure or not take any action on the individual member.

Section 10. Resignations. Resignations from the Association by any Officer, Active member or Associate member must be made in writing to the Secretary to be effective. The resignation should set forth the reason for the resignation and the date such resignation is to be effective. The Secretary will, in a timely manner, notify the President of the resignation, by phone or in writing. The resignation notice will be published in the next Newsletter.

Section 11. Reinstatement. A membership which has lapsed, or a member who has resigned, can be reinstated by written notice to the Membership Chairman if his/her license is in good standing and no disciplinary actions against him/her have been taken by the IDFPR.

If more than two (2) years have elapsed, the prospective member must submit a new application and will be treated the same as a new member.

Section 12. Transfer or Dispute of Membership. No membership is transferable without the approval of a majority of the Board. In the event of any question arising as to the ownership of a membership in the Association, the Board will decide the question by a majority vote. Membership shall remain with the qualifying licensee.

ARTICLE IV

FEEES, DUES, ASSESSMENTS AND ADVERTISING

Section 1. General. Fees, dues and assessments will be determined by the Board in keeping with the general economy of the Association and as the need arises.

Section 2. Fees. Initiation fees will be set by the Board (see schedule) and can be increased, decreased or waived, from time to time, as the situation warrants, at any regular or special meeting of the Board.

Section 3. Dues. Annual dues will be set by the Board (see schedule) and can be increased or decreased, as the occasion warrants; however, such change shall be made no later than the last meeting of the third quarter of any year to become effective for the following year. Dues notices shall be mailed to all members of record during the first two weeks of November for the following year. Dues not paid prior to the Annual Meeting shall be delinquent and the member's rights to vote or hold office are suspended and subject to further disciplinary action.

Section 4. Assessments. The Board shall decide the need for a special assessment by a two-thirds majority vote in favor of such action. Should the Board approve such action, it shall then be presented to the general membership at the next regular meeting and must be approved by a majority of the active membership then present.

Such assessments may be proposed only to meet emergency situations that pose a serious adverse effect on a significant number of Active members of the Association. Every effort will be made to levy assessments against all members in a fair and equitable manner.

Section 5. Non-payment of Dues. Non-payment of annual dues by the beginning of the Annual Meeting will subject a member to suspension. At the close of the Annual Meeting, the Treasurer will give a list of all those delinquent members to the Membership Chairman who will advise each delinquent member in writing of his or her delinquency. In the event that such dues are not paid prior to March 31, said member(s) shall be automatically suspended from membership in the Association and so advised in writing. Such automatic suspensions shall be listed in the next Newsletter.

Section 6. Non-payment of Assessments. The Treasurer will give the Secretary a list of those members who have not made full or partial payments of their assessments at the close of the third meeting following the assessment. The Secretary will publish the names of those members in the next three (3)

Newsletters. If partial or installment payments are not made (per arrangement with the Treasurer by the meeting following the third general mailing following the assessment), the Treasurer will give a list of those delinquent members to the Secretary, who, within five (5) business days following the meeting, will advise each delinquent member in writing of his or her delinquency and pending expulsion. In the event that the assessment is then not paid by the following meeting, said member shall be automatically dropped from the Association and will be so advised in writing. The membership of the Association will be advised by publication in the next Newsletter.

Section 7. Hardship, Inability to Pay, etc. Any member may be exempted from the provisions of Section 5 and/or 6, provided he or she submits in writing to the Chairperson of the Board justifiable reasons for same. Such reasons are to be approved by majority vote at the next meeting of the Board.

Section 8. Advertising. The Board as necessary will set advertising rates in the Newsletter (see current Advertising Schedule). Accepted advertising will be posted monthly on the Association's web site or by e-mail.

ARTICLE V

OFFICERS AND DIRECTORS

Section 1. General. The principal Officers of the Association shall be the President, Vice President, Secretary and Treasurer. There will also be a Board of Directors. All Officers must be Active/Associate members in good standing IDFPF and must retain this status throughout their term of office. The nominee for the office of President shall be a member who has previously served a full term in the office of either Secretary or Treasurer of the Association or past Presiding Officer of any chapter, except for chapters consisting of fifteen (15) members or less. These officers shall be elected by majority vote of the membership at the Annual Meeting. For the purpose of defining Remote and the Greater Chicago Metropolitan Area, individual members whose office is physically located north of Interstate I-80 shall be considered members of the Greater Chicago Metropolitan Area. Members whose office is located South of Interstate I-80 to the state line shall be considered Central/Southern Chapter members. All principal offices will still be open to floor nomination. The offices of President and Treasurer may not be simultaneously held by one individual.

Section 2. Succession. In the event of absence, resignation, death or inability of the President to act, the Vice President shall perform the duties of

and have the same powers and authority as the President. Until such time as the President is able to resume his or her duties or, in the event of death, resignation, or removal from office, the Vice President shall automatically become President for the remainder of the term of that office. The Board, as herein provided, by a three-fourths majority approval shall then fill the office of Vice President. Should a vacancy occur in any other elected office, the President shall nominate a member and, upon a three-fourths majority approval by the Board, said member shall assume that position for the remainder of the term. Appointed Officers shall be appointed by and serve at the will of the President.

In the event of a vacancy on the Board due to resignation, death or permanent incapacity, the remainder of the Board will elect a replacement. If the vacancy is that of the Chairperson, the remainder of the Board will elect a new Chairperson.

Section 3. Term of Office. Each elected Officer shall take office immediately upon election. The President and Vice President shall serve a term of one (1) year. A President and a Vice President who have served two (2) consecutive terms shall be ineligible for reelection to the office until at least one (1) year has elapsed. The Secretary and the Treasurer shall serve a term of two (2) years. All Officers shall serve their term of office until their successors are duly elected or appointed and installed. Elections for the Office of Secretary shall be held in odd numbered years, and elections for the Office of Treasurer shall be held in even numbered years. The Board of Directors will be elected for two (2) year terms. Two (2) Board positions will be elected in the even numbered years and three (3) Board positions will be elected in the odd numbered years.

Section 4. Board of Directors. The Board shall consist of five (5) elected Directors and the immediate past President of the Association, who will serve as the Chairperson of the Board if he or she so chooses. In addition, each authorized Chapter adds one (1) member and that member shall be the Presiding Officer of said Chapter. Also, all Past Presidents of the Association shall be non-elected members of the Board, and are welcome to attend and participate in board meetings, but are ineligible to vote. In the absence of a quorum, the Chairperson will invite the service past president with the earliest elected date of service to complete the quorum. In the event of two vacancies, the Chairperson shall invite the most recent past President to complete the quorum. Should any Chapter fail to maintain minimum standards that Chapter becomes dissolved and the member's position eliminated. The Board shall elect such other Officers necessary to carry out the duties of the Board. All Board members shall serve their term of office or until their successors are duly elected and installed. The Board shall control and manage the properties of the Association. The Board will have no powers to make the Association liable for any debt(s), except as provided by the By-Laws.

Section 5. President. The President will preside at all meetings of the Association, sign all papers on behalf of the Association and be the Chief Executive Officer of the Association, being at all times responsible to the Board. The President must at all times be cognizant of the interests and welfare of the Association and will make every effort to serve his or her elected term without bias or favoritism. The President shall be considered an ex officio member of the Board. The President may call special meetings with any or all of the other Officers when the occasion so merits. In the event of a situation which is not within the President's normal scope of responsibility, he or she will be expected to promptly bring the matter to the Chairperson of the Board.

Section 6. Vice President. The Vice President will work closely with the President and, should the occasion arise, be ready and able to act in the President's stead. The Vice President will have the responsibility of coordinating and assisting the Chairpersons of the Standing Committees, and will report directly to the President. He or she shall also serve as an ex-officio member of all Standing Committees.

Section 7. Secretary. The Secretary will be responsible for an accurate account of the minutes of the membership, special and annual meetings of the Association. The Secretary will keep an accurate and current list of all members of the Association in good standing. All books and records of the Association, as well as the Corporate Seal of the Association, will be kept with the Secretary. He or she will also be responsible for the publication and distribution of a Newsletter.

7 (a). Membership Plaques. Upon an applicant's acceptance or as soon as possible thereafter, he/she will be issued a certificate of membership.

7 (b). Undersecretary. The Secretary can, if he or she should deem it necessary, appoint or ask for volunteers to act as assistants or Undersecretaries in an unofficial capacity. The Secretary shall take full responsibility for any work done by any volunteer, assistant or Undersecretary.

Section 8. Treasurer. The Treasurer will be responsible for the monetary collection and disbursement of the Association's funds, including advertising fees, which will be set by the Board. The Treasurer shall maintain full and complete records of all monetary transactions in an acceptable business manner.

8 (a). Banking. The Treasurer will deposit all funds received on behalf of the Association in a special interest-bearing account or accounts (if possible) in the name of the Association; said account(s) are to be separate from the Treasurer's own business or personal funds. All

disbursements will be made by check, which must be signed by any two (2) Officers. However, no Officer under suspension may sign or countersign any check(s).

8 (b). Monthly Statements. The Treasurer will prepare a monthly financial report to be read to the members present at each meeting and will provide a copy of same to all Officers and the Chairperson of the Board.

8 (c). Collections. The Treasurer will be responsible for the collection of all dues, fees and assessments. The Treasurer will provide the Secretary and the Membership Committee Chairperson a list of those who have paid their dues and are in good standing so that membership plaques can be issued. The Treasurer will also collect attendance fees from all members and their guests prior to the dinner preceding each meeting. The Treasurer may appoint an assistant to aid in the collection of attendance fees.

Section 9. Registered Agent. To meet the requirements of the Secretary of State, the Registered Agent for the Association will be appointed by majority vote of the Board. Said person shall not be required to be a member of the Association and will remain the Registered Agent unless removed by a majority vote of the Board or by his or her resignation.

Section 10. Ethical Considerations. No Officer of the Association will use his/her official position for advertising purposes in any manner whatsoever. No Officer or member of the Association will in any manner be directly or indirectly affiliated with any detective or security correspondence school, unless a duly recognized university or college offers such correspondence program. Nothing contained herein is intended to prevent any member from participating in an IDFPR approved training facility.

Private bulletins, magazines or other advertising material issued by members, either personally or in the firm name, will not carry news items concerning the Association or its membership without prior approval of the Board. News items, press releases, news interviews, etc., in the name of the Association must first be made only by the President or Chairperson of the Board.

Section 11. Vacancies - Removal. Vacancies in any elected office shall be filled for the balance of the term, as provided by Article V, Section 2. The Board may, for cause, including, but not limited to, those violations enumerated herein, suspend any Officer by a majority vote or remove any Officer by unanimous vote. No Officer will be removed or suspended from office without being given full and ample opportunity to appear before the Board in his or her own defense.

Section 12. Reimbursement and Indemnification.

All Officers, Directors and Committee Members will be reimbursed for actual out-of-pocket expenses paid by them for business related to the Association and supported by receipts. Out-of-pocket expenses shall not include any personal expenses of the member for attendance at meetings, etc. The Treasurer will, upon receipt of an expense voucher, reimburse such member. Any other expenditure, including any personal expense consideration, related to the interest of the Association shall require Board approval prior to reimbursement (see Appendix "A").

The Association shall indemnify each Director or Principal Officer of the Association against all expenses and liabilities, including attorney's fees, reasonably incurred or imposed in connection with any legal proceeding to which they may be made a party, or may become involved by reason of being or having been a Director or Principal Officer in the Association (except wherein the Director or Principal Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of the duties of his or her office).

Indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the Association, in addition to, and not exclusive of, all other rights to which said Director or Principal Officer may be entitled. The Association shall purchase insurance and bonding to protect against any major loss as a result of wrongful acts of its Directors or Officers.

ARTICLE VI

COMMITTEES

Section 1. Committees. Definition and Selection.

Committees will consist of two (2) general categories: Standing Committees and Special Committees. Standing Committees will be formed on a yearly basis and shall be named and published by the first meeting following the Annual Meeting. Until these appointments and publication, the previously appointed Standing Committees will continue their work and will turn any such work in progress over to the new Chairperson of each Committee(s). The President will select the Chairperson of each Standing Committee. Each Chairperson so appointed will, with the approval of the President, select those members in good standing that he or she desires to assist him or her. All Directors and Officers may chair or serve on Committees. The Standing Committees will consist of the following:

1. Investigation, Fair Practice and Grievance Committee.

2. Legislative Committee.
3. Membership Committee.
4. By-Laws Committee.
5. Entertainment and Program Committee.
6. Internet Committee.
7. Fundraising Committee

Section 2. Special Committees. Special Committees can be appointed by the President and will be formed to handle special situations not within the province of the Standing Committees. Special Committees will be disbanded when their missions are accomplished or at the direction of the President.

Section 3. Committee Reports. Standing and Special Committees will be coordinated by the Vice President and who shall serve as an ex officio member of all Committees. The Vice President will present the written annual Committee reports to the President. Monthly reports, unless otherwise required herein or by the President, will be made at each meeting by the Chairperson of each Committee or, if the Chairperson is not in attendance, by a member of the Committee. During Committee reports, the floor will be yielded to the reporting Committee's Spokesperson, who will conduct the question and answer session and discussion immediately following the report. The President shall intercede to restore order, if necessary.

ARTICLE VII

MEETINGS

Section 1. General. The Association shall hold a minimum of six (6) meetings, and at least one (1) per quarter. The January meeting of each year shall be the Annual Meeting. There can be a convention of the Association, held at some location within the State of Illinois during autumn and a membership meeting shall be held in conjunction therewith. The particular month of such convention and its location will be determined by the Annual Convention Committee and approved by the Board.

Section 2. Meetings. Meetings will consist of oral Committee reports, followed by discussion and any other business or exchange of information of interest to the Association.

Section 3. Annual Meeting. The Annual Meeting will be held in January. At this meeting, the regular order of business will prevail as in other membership

meetings. Elections will be held when the new business portion of the agenda is called. Immediately following the election, the newly elected Officers and Director will be installed. Presentation of awards and speeches will follow.

Section 4. Dates of Meetings. Membership meetings will be held on the last Wednesday of the month as described in Section 1 of this Article. However, there may be a holiday social event planned by the Entertainment and Program Committee. The date and place of the Annual Convention will also serve as a membership meeting. Dates, times and locations will be published in the monthly Newsletter.

Section 5. Special Meetings. Special meetings of the Association can be called by a majority of the Board in matters constituting an extreme emergency and/or grave importance. Only those matters for which the special meeting is called will be discussed and/or resolved.

Section 6. Place of Meetings. The Secretary will be responsible for the arrangements of the membership meetings. The Secretary will announce his/her selection for the place of the next meeting under "New Business," and the President may open the floor for additional suggestions and discussion. If necessary, a vote will be taken by membership present to choose the location for the next meeting.

The Board will decide by majority vote where special meetings and the Annual Meeting will take place, and the Secretary will then make the necessary arrangements.

Section 7. Board of Directors Meetings. The Board will meet no less than four (4) times in a year to conduct the business of the Board. When feasible, such meetings shall be either before or after the regular Association meetings. The Chairperson or Acting Chairperson will either designate a member of the Board or request the Secretary of the Association to take minutes of the proceedings. All minutes of the meeting of the Board will be in writing and shall be maintained by the Secretary of the Association as part of the permanent record of the Association. The Board will meet to consider all matters of management and policy brought before it by the elected Officers of the Association. A quorum of the Board shall consist of 51% of the elected Board as defined in Article V, Section 4, the immediate Past President of the Association, and the Presiding Officers of the authorized chapters. Past President Board members in attendance shall assist in constituting a quorum; in any event, Past President Board members in attendance shall have full voting rights. In the event a quorum is still not present, the meeting will be held as soon as possible after the meeting. A conference telephone call or telephone poll of a quorum of the Board will be considered a meeting. Whether the meeting is held in person or

via a telephone conference call, the Chairperson shall vote only in the case of a tie vote.

7 (a). Board Meetings. Attendance at Board meetings shall be restricted to Board members only; however, if a regular member wishes to address the Board, the member shall submit advance notice to the Board Chairman.

7(b). Special Meetings. A special meeting of the Board can be called by Board majority in matters of importance to the Association where time is of essence or in the event the President should have an emergency matter, the resolution of which is beyond the realm of presidential power and/or responsibility.

7 (c). Annual Report. The Chairperson of the Board will render a report of the Board at the Annual Meeting of the Association, which will be read at the Annual Meeting. The Annual Report will then pass to the incoming Chairperson, with copies given to the incoming President and Secretary. The Secretary is to file his or her copy of the report with the Association's permanent records.

7 (d). Attendance. Members of the Board are expected to make every effort to attend or make themselves available for telephone poll at all scheduled meetings of the Board. In the event a member is unable to attend or be polled, he or she must so advise the Chairperson and state his or her reason. Three (3) successive unexcused absences at meetings may result in removal from the Board. No Director may be removed or otherwise disciplined without a "show cause" hearing before the remainder of the Board. Should a Director be removed, the remaining members of the Board will then elect a replacement member.

7 (e). Records. The Secretary as provided for in Section 8 hereof will maintain minutes and records of the Board meetings and activities. A synopsis of the meetings of the year will be prepared and passed on to the succeeding Chairperson of the Board at the Annual Meeting.

Section 8. Committees. Committees will meet as needed in person or by phone, at such place, time and manner as the Committee Chairperson may select. If, however, there is nothing to be discussed, the Chairperson of said Committee can waive the scheduled meeting after first notifying the Vice President.

Section 9. Annual Convention. There may be an Annual Convention. All members and their guests will be invited to attend. The date, place, time and agenda will be determined by the Annual Convention Committee. The business meeting of the Association will be incorporated into the Agenda. The President

of the Association will conduct the regular business meeting. The Annual Convention Committee will direct all other events of the Annual Convention.

Section 10. Quorum. At any regular or special meeting of the Association or its Chapter(s), five (5) Active members including a Presiding Officer and Secretary or recording clerk shall constitute a quorum. At the Annual Meeting, twenty percent (20%) or twenty (20) active members, whichever is the lesser, to include a Presiding Officer and Secretary, shall constitute a quorum. A quorum of the Board will be a majority thereof.

Section 11. Reservations and Cancellations. Members who desire to dine with the Association before the monthly business meeting must notify the Secretary of their reservations prior to the deadline specified in the Newsletter. The Secretary must receive cancellations in time to adjust reservations. In the event a cancellation is not made in a timely manner and the Association is required to pay for dinners not consumed, the member(s) who failed to cancel will be billed accordingly. The fee for dinners at the regular monthly meetings shall be set by vote of the Board, from time to time, and shall be published in the Newsletter. In the event that the cost will exceed the amount set by the Board, the Secretary shall publish it in the Newsletter announcing that specific meeting. Should a member special order for whatever reasons, the difference shall be added to the currently published cost. To assist those members whose companies, require such, the Association will bill the member for the dinner fee or added cost, as the case may be. However, should a member fail to pay such billing prior to the next subsequent meeting, the member will be required to pay in advance until such time that any arrearage is brought current.

Section 12. Order. Except as otherwise provided in this By-Laws, Robert's Rules of Order will be the accepted authority in all parliamentary matters. The President shall appoint a Parliamentarian and Sergeant-At-Arms to aid him or her in the preservation of order.

ARTICLE VIII

CHAPTERS

Section 1. Chapters. The Association shall provide for units of members to meet regularly, without undue travel time and expenses. These units shall be known as "Chapters." The Board may, upon request and petition signed by not less than five (5) Active members, establish such "Chapters." Each newly authorized Chapter shall be issued a charter to operate. Chapters shall consist of

members of the Association who are geographically located so as not to infringe on the growth and operation of any existing Chapter.

Chapters will have the right to meet and conduct their affairs in accordance with the By-Laws of the Association. Members of Chapters will enjoy all the rights and privileges of membership in the Association. Attendance at Chapter meetings shall fulfill a member's obligation of attendance during and after probation.

Section 2. Chapter Dues. Chapters as a unit or Chapter members individually will tender their annual dues to the Association Treasurer. The Treasurer will then return to the Chapter Presiding Officer one-half (1/2) of the dues so collected, for the Chapter's percentage, no later than May of each year and monthly thereafter for any new members.

Section 3. Chapter Meetings. Each Chapter will determine the date, time, location and number of meetings. All members of the Association are encouraged to attend meetings of other Chapters, which must meet at least quarterly.

Section 4. Chapter Autonomy. Chapters may adapt, from time to time, such rules and regulations as they deem proper for the conduct of their affairs, provided that they shall not conflict with the By-Laws and Board determinations of the Association.

Section 5. Chapter Affiliation. The Association shall consist of all members of the organization, including members from all Chapters.

ARTICLE IX

VOTING, ELECTION AND POLLING

Section 1. General. At every meeting of the membership, each member in good standing shall be entitled to one vote on any question put before the membership, except as provided for in Article III, Section 4. Voting is to be made in person and there is no provision for absentee voting. The vote on any question will be an "aye" or "nay" voice vote, as called for by the Chair when appropriate, or as may be otherwise provided for herein. Any voting member may question a voice vote and may request that the membership present be polled by roll call.

Section 2. Elections. At the close of new business at the last membership meeting in the third (3rd) quarter, the President shall name a Nominating Committee comprised of not less than three (3) Past Presidents/Past Presiding Officers, all of whom are in good standing. The Nominating Committee will be responsible for selecting and recommending a slate of candidates to serve as Officers and Directors for the coming year. Past Presidents/Past Presiding Officers are prohibited from running for elected office being considered. At this time, the President will also advise the members to present that additional nominations will be accepted from the floor at the Annual Meeting. Membership shall be notified no later than the fourth (4th) quarter meeting with the results posted on the Association's website. Also, the Secretary will be directed to advise all members to this effect in the Notice of the Annual Meeting. The outgoing President will have the prerogative of automatically serving as the Chairperson of the Board for the coming year if he or she should so desire. At the Annual Meeting, under the New Business part of the agenda, the President will call for the report of the recommended Officers and Directors. The Nominating Committee Chairperson will then read the names of the Officer candidates, one at a time and after each name is read, he or she will call for floor nominations. If there are no floor nominations, the Nominating Committee Chairperson will entertain a motion that the Secretary cast one (1) unanimous ballot for the Office called. This procedure shall be followed for each officer position. The Nominating Committee Chairman will then call the names of the nominated Directors (five (5) or six (6), depending upon the decision of the President regarding appointment to the Board) as a single slate. If new nominations are added, the Nominating Committee Chairperson will move on to balloting for such contested office(s).

Voting for contested office(s) will be by secret ballot and the Secretary will distribute blank ballots to each voting member present. The Nominating Committee Chairperson will then read the names of the candidates for each contested Officer position and the members will mark their ballots accordingly. In the event there are additional members nominated for the Board, the members will select five (5) or six (6) (if the outgoing President does not wish to serve) names from those nominated and mark their ballots accordingly. When the balloting has been completed, the President will appoint a special Election Committee comprised of three (3) members who will collect the ballots and tabulate them while the meeting is in recess. When tabulation is completed, the Nominating Committee Chairperson will call the meeting back to order and the special Election Committee will then report the results. At this point, the President will dissolve any remaining Special Committees and call for the new Officers to take their places. Nominations for the Award of Life Member, consistent with Article III, Section 4. are tantamount to election, unless opposed from the floor when read by the President.

The newly elected Board will have a meeting immediately following the close of the Annual Meeting and will elect a Chairperson, if necessary. The President will be notified of his or her selection immediately thereafter. The ballots cast in a contested election will be kept by the Secretary and will be made available for examination by any member wishing to do so, until the close of the next membership meeting, at which time they shall be destroyed.

Section 3. Polling. Should any voting member have any doubt as to the results of a voice vote, such member may make an incidental motion for a roll call vote, provided such motion is made prior to another matter being addressed. An incidental motion does not require a second and, when timely made, the President will direct the Secretary to conduct a “show of hands” vote of the members present and will tabulate record and announce the result. Should the Board deem a matter important enough to poll the entire membership, the Chairperson of the Board will direct the President to publish an announcement in the next newsletter that a vote on said matter will be taken at the next meeting.

ARTICLE X

BY-LAWS AMENDMENTS

Section 1. Board of Directors. The Board shall have the power to make, alter, amend and repeal the By-Laws of the Association by a two-thirds majority vote, except that assessments against the membership shall only be made as provided in Article IV, Section 4. The Board shall give to the Chairperson of the By-Laws Committee a general statement of the purpose of the amendment and, within ninety (90) days following, the By-Laws Committee shall have delivered a copy of the recommended language to each member of the Board for final approval. Copies of the next Newsletter will be available on the website.

Section 2. Membership. Except as provided, the By-Laws may be altered amended or repealed at any meeting of the membership of the Association by majority vote of the membership, either in person or by proxy. Notice of the proposed action shall be stated in general terms and mailed to the membership at least two (2) weeks prior to a regular or special meeting. Notwithstanding the foregoing, the provisions of the Sections relating to assessments against the membership can only be amended by a vote of the majority of the membership at any regular or special meeting, provided that notice of the proposed amendment is mailed to the membership at least two (2) weeks prior to such

meeting. All By-Laws made or amended by the Board may be altered, amended or repealed by the membership of the Association.

ARTICLE XI

AWARDS AND PRESENTATIONS

Section 1. The Charles Wessel Award. This prestigious award shall be presented only to a member or members of the Association who have made significant contributions to either the Association or the Private Security and Detective Industry, and presented in recognition of performance of excellence, outstanding service, exemplary achievement and/or duty above and beyond the ordinary for the betterment of our Association and its members.

Section 2. Selection Committee. The Selection Committee shall consist of the past recipient(s). The committee shall approve said nominee by no less than 70% (secret ballot) of the full committee vote.

PAST RECIPIENTS

MR. VINCENT L. RUFFOLO – 1998 / Deceased - 2013

MR. LARRY D. MCWHERTHER – 2002

MR. BERNARD D. GREENAWALT – 2003

MR. DENNIS T. KORONKIEWICZ – 2005

MR. ROY C. BUCKLIN – 2008

MR. DANIEL KIRBY – 2011

MR. HARRY PETRAITIS - 2014

ARTICLE XII

HISTORIAN

Section 1. Historian. The position of Association Historian is created for the purpose of maintaining historical data, records and information regarding the Association and its activities. The position of Historian will be filled by a member in good standing by the Board and is to be considered a permanent appointment and shall be terminated only by the Board by majority vote or by resignation of the

appointee. The Historian may choose any number of members in good standing to assist him/her in the research and gathering of past and present activities associated with the Association.

Last revision 2010

APPENDIX "A"

TRAVEL POLICY

Travel for Association-related business will be limited to those subjects that cannot be adequately handled by telephone or written correspondence. Travel will be pre-approved by the President or Chairperson of the Board. Good trip planning will be used to maximize results within the shortest period of time possible. If a full day's business is anticipated, travel, lodging and meals may be covered on the evening before the business day's schedule. Expenses will be reimbursed on the basis of actual expenses incurred within the provisions hereto set. All requests for reimbursements will be made to the Board not later than the regular meeting following the date of the business trip.

Use of private automobile is encouraged, since all trips will normally be within the State of Illinois. Expenses for fuel, tolls and parking will be reimbursed by actual receipt for expenses incurred. Members will provide, at their own expense, sufficient automobile insurance that meets the minimum standards required by the State of Illinois. The Association will not be responsible for any fines or other charges incurred as the result of improper behavior or action on the part of the member. Members are encouraged to utilize well maintained, medium priced lodging accommodations whenever possible. The maximum amount that will be reimbursed for lodging will be \$125.00 per day plus applicable taxes. Hotel charges other than lodging, such as telephone, meals, valet, etc. will be reported as separate expenses and appropriately documented. The actual cost of meals will be reimbursed by the Association provided the charges are within the limits recommended by the Association, and documented by the restaurant receipt.

Charges for alcoholic beverages will not be reimbursed. The maximum amount allowed for meals will be: Breakfast - \$15.00/ Lunch - \$20.00/ Dinner - \$35.00. Expenses incurred for entertainment of other persons will be reimbursed only if the expenses are necessary for the completion of business for the good of Association.

ADVERTISING RATE SCHEDULE

The rate schedule is based on a one (1) year period.

<u>Display Rates</u>	<u>Member</u>	<u>Non-Member</u>
1/12 Page	\$50.00	\$70.00
1/6 Page	\$75.00	\$95.00
1/4 Page	\$100.00	\$120.00
1/2 Page	\$175.00	\$195.00
Full Page	\$300.00	\$320.00
Front-page website link	\$1000.00	\$1250.00

Policy

1. All ads are to be prepaid in full.
2. Advertising deadline is thirty (30) days prior to issue.
3. There will be no refunds for canceled ads.
4. All advertising is subject to acceptance. Acceptance of any ad does not constitute an endorsement or representation of any kind by the Associated Detectives and Security Agencies of Illinois, Inc. or any of its members as to the advertiser or advertisement.
5. All non-member advertisers shall be furnished a copy of the front page and all advertising pages of the Association's monthly newsletter.
6. Initial year billing may be prorated.

MEMBERSHIP RATE SCHEDULE

The following rate schedule has been approved by the Board and has been in existence since 1994.

INDIVIDUAL LICENSEE - NO AGENCY

Private Detective or Private Security Contractor \$ 75.00
Private Detective and Private Security Contractor \$100.00

INDIVIDUAL OR COMPANY ASSOCIATE MEMBERSHIP

Individual or company not
Meeting requirements for active membership \$ 75.00

INDIVIDUAL LICENSEE - WITH AGENCY

Individual with one license and agency \$100.00
Individual with multiple licenses and agency \$200.00

The above rates are annual membership dues. The above rate is required for new membership or membership that has expired and more than two (2) years has lapsed.

Application dues received after the June meeting will be prorated for each month remaining in the year the application is received.