

GAOPI By-Laws

PREAMBLE:

We, the members of **The Global Association of Private Investigators** do enact these by-laws in order to establish and promote a "global" association, which will organize, serve, and educate members, enforce professional ethics, and establish mutual feelings of trust, goodwill and friendship among others and ourselves in investigative and security environments throughout the countries of the world.

ARTICLE 1 – NAME

The name of this Association is the Global Association Of Private Investigators. The association may also be referred to as GAOPI . The association is a non-profit mutual benefit corporation.

ARTICLE II: PURPOSE

The purpose of the Association shall be to endorse, promote and safeguard the highest professional ethics of the investigative and security professions in order to benefit the citizens around the globe in all countries. Further, the Association shall explore, cultivate and advance those arts and sciences, which raise the professional standards and capabilities of investigators and security professional. The Association shall support appropriate legislation, promote fellowship among members, assist others in the profession, and do all things, which are in compliance with the Articles of Incorporation of the Association

ARTICLE III -SEAL AND EMBLEM

The Official Seal of the Association shall be an outline drawing of a "globe" and magnifying glass, with the name Global Association Of Private Investigators printed around the outline of the drawing on the left

side of the globe the initials G.A.O.P.I. are proudly displayed. The emblem is shown on the top of this document.

Use of Seal: Use of the seal, emblem, 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 members. Upon termination of membership, use of seal, emblem, name, initials, and other symbols of the Association shall be discontinued.

ARTICLE IV -PRINCIPAL OFFICE

Principal Office: The principal office of the Association shall be at a location designated by the Executive Board and registered with the Secretary of State of Kentucky.

ARTICLE V: -MEMBERSHIP:

The Association shall have the following classes of membership: Charter/Founding/, Full, Associate Honorary and Emeritus.

Charter/Founding: Any individual whose license is in good standing by their State Board of Licensure, where required, or Countries protocol to practice private investigations, OFFER SECURITY SERVICES and were among the first declared number of members to be accepted into the association shall be Charter/Founding members. Charter/Founding members are full voting members.

Full Membership: Any individual licensed in good standing by their State Board of Licensure, where required, or Countries protocol to practice private investigations and general security practitioners holding a senior management position who is engaged in security and safety administration shall be eligible to apply for active membership. Full members are voting members.

Associate Membership: Associate Membership shall be for those individuals with investigative experience or no investigative and/or security management experience. It shall also be open to organizations of any type, arson investigators, police officers, retired police officers, government investigators of any type, C.P.A.'s, other state associations, other national associations, postal inspectors, FBI agents, who shall support the Association's purposes for its foundation and the betterment of the community-at-large. Associate members do not have voting rights.

Honorary Membership: The Executive Board may grant an honorary membership. It limited to name only and carries no privileges of membership. Honorary Memberships may be revoked at any time by the CEO and/or the COO, who may at their discretion, seek a majority vote of the Executive Board.

Emeritus Membership: An Emeritus Membership may be granted by the Executive Board and carries all privileges of Membership. Emeritus Membership may be revoked at any time by the CEO and/or the COO who may, at their discretion, seek a majority vote of the Executive Board. Emeritus Membership has no voting privileges unless he / she maintain full membership status and also Emeritus Membership pay no dues.

ARTICLE VI – DUES

Dues: The Executive Board shall set the amount of annual dues for membership. Renewals are due on the last day of the 12-month of individual membership. Only members who have paid their current dues shall be eligible to vote in the elections. If a member joins at the end of the year there will be no pro-rating of his/her dues the months will just rollover to next year. Any member who is on active duty, his/her dues will be suspended until they return from duty but they will maintain their membership.

ARTICLE VII: Organizational Structure/Officers of the EXECUTIVE BOARD

Executive Board: Shall be comprised of fifteen officers: Founder/Chief Executive Officer (CEO), Chief Operations Officer (COO)/Executive Vice President, these positions being permanent seats. Immediate Past President, President, Vice-President, who also serves as Executive Vice President,, 2nd Vice President, 3rd Vice President, Vice President of Security, Vice President of Investigations, International Liaison, Member at Large, Secretary, Treasurer, Sergeant at Arms. Each officer shall be elected for a term of two (2) years and may succeed him or herself, provided that it is voted on by the membership. At least half of the Executive Officers shall come from countries other than the United States.

Board of Directors: Shall consist of seven (7) members. The Board of Directors shall be elected annually at the regular meeting of the membership, and who shall hold office only so long as they are satisfactory to the members. Each officer shall be elected for a term of two (2) years and may succeed him or herself, provided that it is voted on by the membership. At least half of the Board of Directors officers shall come from countries other than the United States.

Founder/CEO: Shall be the Chief Executive Officer (CEO) of the corporation to advise the Executive Board and Board of Directors. He/she shall serve as Chairperson, and may delegate such duties to the President as needed. The CEO shall control all business and affairs of the corporation/association as needed. The CEO may delegate supervision and control and affairs of the corporation, as they deem necessary to the President. The CEO, with his discretion, may seek the approval of a simple majority of the Executive Board, and the Board of Directors may establish any additional duties and responsibilities for officers based on the needs of the organization, provided the CEO seeks a vote. The Founder/CEO is a permanent seat of the Executive Board. The Founder/CEO and/

or the COO/Executive Vice President shall be the principal executive officers of the corporation to put into effect the decisions of the members. Subject to such decisions, he or she shall supervise and control the business and affairs of the corporation. In the event of deadlock on any given vote, the CEO and/or the COO shall have the deciding vote.

Executive Vice President/COO: Shall be the Chief Operations Officer (COO). and shall also be Executive Vice President. The COO shall act in an advisory capacity to the CEO and in an advisory capacity to the Chief Executive Officer and the BOD. In the event that the Founder/CEO cannot fulfill his duties, the COO shall assume the duties and control all business and affairs of the corporation/association as needed. The COO will establish any additional duties and responsibilities for officers based on the needs of the organization. The COO may delegate to the President such duties as needed, and the COO shall control all business and affairs of the corporation/association as needed. The COO may, at their discretion, seek the approval of a simple majority of the Executive Board, and the Board of Directors. The Executive Vice President/COO shall assume the position of the CEO in the event of a vacated seat either on a temporary or permanent basis. In this event, the Executive Vice President/COO shall assume the CEO position. The COO as acting CEO then shall appoint an Executive Vice President/COO as he/she should wish. The Executive Vice President/COO is a permanent seat of the Executive Board.

Immediate Past President: The immediate past President shall guide the president and other officers through the transfer of power after elections. He shall act in an advisory position to the CEO and/or COO. He shall have one vote.

President: The President shall serve as Chairperson of the Board if the CEO and/or COO shall delegate such position to him, and preside over meetings of the members. He/she shall act in an advisory capacity to the

Founder/CEO and Executive Vice President/COO. If delegated as Chairperson, he or she will chair all meetings of the general membership and/or authorized closed meetings, held by the Board of Directors. He or she will be in charge of newsletter of events pertaining to the Association.

1st Vice President:/Executive Vice President. This officer is responsible for conducting duties in the absence of the President. In the case of a vacated President's position, as well as any vacated position, such position(s) may be filled by appointment by the CEO and/or the COO/Executive Vice President, who at their discretion may submit a candidate's name for consideration by the Executive Board and the BOD. The 1st Vice President may assume the vacated office of President at the discretion of the CEO and/or the COO/Executive Vice President

2nd Vice President- This officer is responsible for assisting the president, vice president, Founder/ CEO and Executive Vice President/COO in conducting their duties in the absence of the President or Vice President. In case of a vacated vice president's position, the second Vice President shall become 1st Vice President at the discretion of the CEO and/or the COO, either of whom may appoint an individual to fill such vacancy, or submit a candidate to the Executive Board and BOD for consideration.

3rd Vice President: This officer is responsible for assisting the president, vice president and 2nd vice president, Executive Vice President/COO and Founder/CEO in conducting business in the absence of the President, Vice President or 2nd Vice President. In case of a vacated 2nd vice president or vice president's position the third Vice President may assume the position of second Vice President at the discretion of the CEO and/or the COO/Executive Vice President, either of whom may appoint an individual to fill such vacancy or submit a candidate to the Executive Board and BOD for consideration.

Secretary: Shall act under the direction of the president but at all times

the CEO and/or COO/Executive Vice President shall be given the final approval of minutes, etc. The secretary shall perform the duties of the Vice President, 2nd Vice President, and 3rd Vice President when these seats are unable to act, subject to the discretion of the CEO and/or COO.

The secretary shall also prepare and keep minutes of the Membership and Executive Board meetings. The Secretary may / shall also sign documents in the absence of the President subject to approval by the CO and/or COO/Executive Vice President.

Vice President of Security: Shall be responsible for liaison with all members involved in Security provision. He/She shall be responsible for liaison with all members involved in security.

International Liaison: Shall be responsible for liaison with International members, Regional Vice President, Governors and ambassadors. This Position is to be filled by a member of the International Community outside the United States.

Member at Large: Shall be responsible for assisting the International Liaison and also the United States Liaison.

TREASURER - Shall be based in the United States along with any financial institutions utilized by GAOPI. He/She, shall have general charge of all financial records and general records of the corporation, subject to approval of the Founder/CEO and/or Executive Vice President/COO. The Treasurer shall also sign documents on behalf of the corporation, subject to review and approval by the CO ad/or COO. The Treasurer must be bonded if deposits exceed \$5,000.00 (Five Thousand Dollars) as per the Administrative Regulations. The corporation will pay the “bond” fee. The CEO and//or COO with the cooperation of the Executive Board is in charge of auditing the books prior to every annual election. Audits may require utilizing the services of accountants or other

professionals.

Regional Vice Presidents: Shall be appointed by the FOUNDER/CEO AND OR COO/EXECUTIVE Vice President both from the USA and global international areas to be determined by feasibility. The Regional Vice Presidents shall appoint Governors from their region to assist them in their duties. Regional Vice Presidents have voting rights considered to carry the same weight as the Executive Officers and Board of Directors, as long as the Regional Vice Presidents have full membership. Governors shall have voting rights according to their class of membership. and voted into office by the Board of Directors, the number of Regional Vice President to be determined, no more than the need arises to support G.A.O.P.I. in representing the membership within their comprised districts. Regional Vice Presidents shall hold their office only so long as they are satisfactory to the Executive Board. Each Regional Vice President shall be appointed for a term of two (2) years and may succeed him/ herself, provided the Executive Board votes on it. Regional Vice Presidents shall appoint Governors to assist them in the performance of their duties.

Governors: shall be members of GAOPI, and have a vote if they qualify as Full Members.

International Ambassadors. Shall be appointed by the Founder/CEO and/or COO/executive Vice President to represent specific countries, and shall hold office only so long as they are satisfactory to the Founder/CEO, COO/Executive Vice President and the Executive Board. The names of the Ambassadors shall be submitted, at the discretion of the EO and/or COO, to the executive officers, the BOD, and the Regional Vice Presidents for approval. A majority vote of those casting votes is required. Each Regional Vice shall be appointed for a term of two (2) years and may succeed him/herself providing reappointment by the Executive Board. No person shall hold more than one elected office. The Founder/

CEOA and the COO/Executive Vice President are exceptions. THE COO is also the Executive Vice President No two officers of the Executive Board shall be persons from the same agency or entity.

Board Of Directors - Shall be the officers in charge of auditing the books prior to every annual election, under the supervision of the CEO and/or COO. Audits may require utilizing the services of accountants or other professionals. The Treasurer and other officers shall upon request from the CEO and/or the COO Board of Directors release the records and funding required facilitating said audits within 72 hours of the request. All members of the Executive Board and General Membership shall afford the Directors full cooperation during the audit process. In addition to the audits, Board of Directors shall assist the Executive Board with special projects as needed.

ARTICLE VIII

FULL MEMBERSHIP MEETINGS:

Full Membership Meetings: The Association shall hold all membership meetings at a place and time determined by the Executive Board.

Quorum: Any active voting members of the Association shall constitute a quorum.

ARTICLE IX:

NOTICE, ELIGIBILITY & VACANCIES of Officers: The Executive Board officers Founder/Chief Executive Officer (CEO), Chief Operations Officer (COO)/Executive Vice President, these positions being permanent seats. Immediate Past President, President, Vice-President, who is also Executive Vice President, 2nd Vice President, 3rd Vice President, Vice President of Security, Vice President of Investigations, International Liaison, Member at Large, Secretary,

Treasurer, Sergeant at Arms. Immediate Past President shall have a vote as an executive Officer. Past Presidents shall have one vote collectively. Each officer shall be elected for a term of two (2) years and may succeed him or herself, provided that it is voted on by the membership. At least half of the Executive Officers shall come from countries other than the United States. The Executive Board shall consist of not fewer than nine (9) nor more than fifteen (15) members, with the exact number to be fixed by circumstances out of normal control of the organization. Should a vacancy occur, an active member shall be appointed to replace him or her by the Founder/CEO and/or Executive Vice President/COO. The Founder/CEO may at their discretion submit a candidate to the Executive Board and/or Board of Directors until an election can be held.

Nominations: Voting members present via e-mail, computer or other specified method at the Annual Full Membership Meeting shall have the right to nominate and vote for any eligible candidate.

Notice of all membership meetings and Executive Board meetings shall be sent in writing via E-mail unless other methods are agreed upon by two-thirds vote by the membership. The initial organizational membership meeting shall be sent via e-mail or registered or certified mail to all members. Vote by Proxy: Vote by proxy or representation shall be allowed as set forth by the Founder/CEO and/or Executive Vice President/COO who shall determine whether they alone cast the proxy votes or decide to allocate proxy votes to the Executive Board and Board of Directors.

Eligibility for Office: To be eligible for office, the candidate must be an active member. Any member in good standing will be eligible to hold all leadership elected positions. Elections will be held during the annual Full Membership Meeting every year. Terms of Office: The term of office begins the first day of the next month after the annual membership meeting and the term of office for all appointed positions shall be no more

than one year. Dismissal: Any member of the Executive Board missing three or more meetings in the fiscal year, without approval of the FOUNDER/CEO AND OR COO/EXECUTIVE VICE PRESIDENT WITH THE President ACTING IN AN ADVISORY POSTION, may be removed from their position on the Executive Board pursuant to a two-thirds vote by the voting membership. Vacancies: Any vacancy in office may be filled for the un-expired term by the Founder/CEO and/or Executive Vice President/COO/. They may at their discretion present a candidate to the Executive Board and the Board of Directors for a vote but not required.

ARTICLE X – EXECUTIVE BOARD

Meetings: A minimum of one (1) Executive Board meetings shall be held every month via e-mail, teleconference call or computer during the fiscal year with the meetings agenda being sent via e-mail the last Friday of the month, and the meeting of the Board of Directors being held on the first Monday of the new month at which time the agenda would be open for discussion, vote and committee updates, the meeting will close via e-mail on the Thursday of that same week. The meetings may also be held via conference call or computer conference, before or after a Full membership Meeting.

Special Meetings: Special meetings may be called by the President or any three Officers. Special Meetings and voting may be conducted via telephone, e-mail computer, facsimile, or first class mail as long as the alternative method is approved by at least two thirds of the Executive Board.

ARTICLE XI:

APPOINTMENTS AND COMMITTEES: The Founder/CEO and/or Executive Vice President/COO may establish committees as deemed

necessary and appoint chairpersons. Committees shall be comprised of at least half of members outside the United States, if feasible.

Appointments: The Founder/ CEO, Executive Vice President/COO may Chair or delegate a Chair for each Committee.

The Governors REGIONAL VICE PRESIDENTS, District GOVERNORS, shall be the officers in charge of their appointed INTERNATIONAL districts maintaining and seeking membership for G.A.O.P.I. within their appointed districts, while at the same time working in concert with all associations within their appointed districts without interference to their districts state OR NATIONAL associations as specified by the G.A.O.P.I. BOARD OF DIRECTORS. In addition it will be the responsibility of the REGIONAL VICE PRESIDENTS AND Governors to uphold the highest ethical and professional standards. International Representatives shall be those officers in charge of representing G.A.O.P.I. on an international level to promote membership within the association at the highest level of ethical and professional standards to other associations and private investigators AND SECURITY PROVIDERS internationally.

ARTICLE XII:

MANAGEMENT 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 Founder/CEO and/or the COO/ Executive Vice President with the Executive Board. Acting in an advisory capacity. ADVISORY 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. Management: The CEO and/or COO, and at their discretion, the Executive Board shall have the authority to employ or contract with a person or company to manage the daily operations of the

Association. Audit: The Founder/CEO and/or the COO/Executive Vice President who may at their discretion include the Executive Board and BOD may appoint a Certified Public Accountant to perform an annual review or audit of the financial records of the Association. The Founder/CEO and/or the COO/Executive Vice President with, at their discretion the, Executive Board, shall have the authority to remove any officer or board member, by two-thirds vote, for two unexcused absences at designated board meetings, or for failure to carry out their duties and responsibilities, or for conduct detrimental to the association. The Founder/CEO and/or the COO/Executive Vice President may act at their sole discretion in such removal if they deem it necessary for the good of GAOPI. In such case, the reasons for such removal shall be stated as above

ARTICLE XIII – INDEMNITY AND INSURANCE

Indemnity: To the fullest extent permitted by law, the Association shall indemnify and hold harmless any and all past, present, or future officers, as identified and defined in these By-laws, and, in its discretion and in accordance with law, may indemnify and hold harmless any agent or 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, and other legal proceeding to which they may be subjected by reason of any alleged or actual action or inaction in the performance of the 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 which any director, officer, employee or agent may be entitled by law.

ARTICLE XIV – AMENDMENT OF THE BY-LAWS

Amendment of the By-laws: The By-laws of the Association may be amended by a majority vote of voting members by e-mail. Amendments to

the Bylaws shall not be presented to the membership at the Annual business Meeting unless reasonable notice has been given.