



## Bylaws

### **ARTICLE I - NAME AND PURPOSE**

SECTION 1. The Name of the Council shall be the COUNCIL OF INTERNATIONAL INVESTIGATORS, INC. and in all non-contractual matters may be known as COUNCIL OF INTERNATIONAL INVESTIGATORS or CII.

The purposes for which the corporation is formed are:

To encourage a greater association between the owners and operators of private investigator companies and agencies or security professionals; disseminate information relating to the proper and appropriate standard practices to enhance the profession; to elevate the standards of the profession to create a greater respect for the profession by ethical and sincere dealings among its members and with the public; and by educational processes, to develop an ever increasing awareness of the necessity for the value of the services rendered to the communities which our members serve.

### **ARTICLE II EMBLEM**

SECTION 1. The official emblem of the Council, as depicted in the Rules and Regulations, may be used by members in good standing on stationery, electronically and on printed advertising matter for the purpose of identifying members of the Council. Further details about other use of the emblem are found in Rules & Regulations.

### **ARTICLE III MEMBERSHIP**

SECTION 1. There shall be seven (7) classes of membership: 1) Certified Member; 2) Senior Member; 3) Emeritus Member; 4) Associate Member; 5) Affiliate Member; 6) Qualified Member; 7) Honorary Member.

SECTION 2. Any individual, in a firm, partnership or corporation engaged in the profession of private investigation, private patrol operation, security professional, or similar profession shall be eligible for membership in the Council by agreeing to and complying with these Bylaws and the Rules & Regulations or as same may be amended or altered. Membership shall not be granted to an individual whose principal occupation is in one of the following: Debt Collection, Auto Repossession, Service of Process, Marital Investigations or Transportation of Currency.

SECTION 3. CERTIFIED MEMBERSHIP shall be granted to an individual who complies with the provisions of Section 2, has been so engaged for a minimum of five years, and has been a principal of his/her organization for at least three years, whether consecutive or not. Certified members shall have the right to attend meetings, participate in proceedings, serve on committees and perform duties as assigned. Certified members shall have the right to vote and hold office. Certified Membership status shall be granted to a maximum of two (2) persons in any one firm, only one (1) of who may hold elected office at any one time.

SECTION 4. A SENIOR MEMBER shall have been a Certified Member for a period of not less than ten years and be retired from the active profession. Application for Senior Membership must be in writing and must be approved by a two-thirds vote of the Executive Board. A Senior Member shall not be eligible for nomination or election to any office other than as Member of the Executive Board, but



shall be entitled to vote at all meetings of members. Senior Membership may also be granted to any member who has maintained continuous membership for ten years and is over the age of 69 or any past president who has maintained continuous membership for over ten years.

SECTION 5. AN EMERITUS MEMBER shall have been a Certified Member for a period of not less than twenty-five years, have served as an officer or on the Executive Board, and who is over the age of seventy-nine years. Nominations for Emeritus Membership shall be submitted by, or on behalf of a nominee and shall require a two-thirds vote of the Executive Board at which a quorum is present. An Emeritus Member shall not be eligible for nomination or election to any office other than as Member of the Executive Board, but shall be entitled to vote at all meetings of members. Emeritus Members shall enjoy all the privileges of membership and shall be exempt from the payment of dues.

SECTION 6. ASSOCIATE MEMBERS shall be those individuals who have been recommended and sponsored by a Certified Member. The Executive Board shall review their application and they shall remain as Associate Members as long as sponsorship continues. Associate Membership shall be restricted to the spouse of, or any employee of a Certified Member or the spouse of a deceased member. They shall have the right to attend meetings, participate in proceedings, serve on committees and perform duties as assigned, but shall have no right to vote or hold office. The Executive Board shall review the Associate Memberships annually to confirm that sponsorship continues.

SECTION 7. AFFILIATE MEMBER shall be recommended for membership in the Council by a Certified member. An Affiliate Member may come from an industry which furnishes materials or a service to any of the businesses outlined in Article III, Section 2 or an Affiliate Member may be any person empowered by position within a corporation or company to initiate, supervise, or contract for an investigation. Affiliate Members shall have the right to attend meetings, participate in proceedings, serve on committees and perform duties as assigned, but shall have no right to vote or hold office. An Affiliate Member's membership shall also cease forthwith if the Affiliate Member ceases to be in an industry as described above or leaves his/her empowered position within a corporation or company. The Executive Board shall review the status of the Affiliate Memberships annually.

SECTION 8. QUALIFIED MEMBERSHIP shall be granted to a principal of a company meeting all criteria of a Certified Member except that he/she has not operated their own business for a period of three years. Qualified membership shall be granted to a maximum of two (2) persons in any one firm. They shall have the right to attend meetings, participate in proceedings, serve on committees and perform duties as assigned, but shall have no right to vote or hold office. Qualified members can apply for certified status when the criteria for certified status are met. Such an application should be in writing and include proof of relevant criteria.

SECTION 9. HONORARY MEMBERS: The Executive Board may from time to time confer Honorary Membership upon any individual who has performed some particular service for the Council or who has in some way performed matters of importance for law enforcement or on behalf of the progress of criminal or civil investigation. Any individual so honored shall have the right to attend meetings, participate in proceedings, serve on committees and perform duties as assigned, but shall have no right to vote or hold office.

SECTION 10. All members in the Council must meet the following requirements:

- (a) Shall be of high moral character and no criminal charges undisclosed;
- (b) Shall be of good financial standing;
- (c) Shall be licensed or registered in their jurisdiction when required.



SECTION 11. All requests for membership in the Council must be made in writing, filed with the Council Secretary, and approved by the Executive Board. The application form is described in the Rules and Regulations.

SECTION 12. Upon the proper filing of an application and non-refundable application fee, the CII Headquarters shall publish the name of the applicant to the members in order that all members have an opportunity to submit objections regarding any applicant for membership. Any member's objection to any applicant shall be in writing, signed by the member and filed with the Secretary within thirty (30) days of announcement of the application. [See Article XIII. Section 6.]

SECTION 13. Any member in good standing may resign from membership effective upon filing a resignation in writing with the President. However, the resignation of a member shall not become effective while formal charges are pending against that member in accordance with the procedures elsewhere provided herein.

SECTION 14. MEMBERSHIP OBLIGATION: Each member of the Council agrees to be bound by the Constitution, these Bylaws, the Rules & Regulations and any amendments thereto, and to be bound by the lawful actions voted by the Executive Board or voting members.

SECTION 15. MEMBER LIABILITY: No member of the Council of International Investigators, Inc. shall be personally or otherwise liable for any debts and/or obligations of the Council.

SECTION 16. INDEMNITY: To the fullest extent permitted by law, the Council shall indemnify and hold harmless any and all past, present or future Executive Board Members and Officers, as identified and defined in these Bylaws, and in its discretion and in accordance with all laws from all liabilities, expenses, 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 Board Member, or Agent on behalf of the Council.

#### **ARTICLE IV PROCEDURES**

SECTION 1. Roberts Rules of Order Newly Revised shall govern the procedure and form of business except where otherwise provided in these Bylaws.

SECTION 2. These Bylaws may be amended or revised at any Annual General Meeting by a two-thirds (2/3) majority vote of the Certified, Senior or Emeritus members in good standing present or represented by absentee ballots, provided that the proposed amendments or revisions shall have been submitted to the Legislative Committee for review and recommendation and notified to all members in good standing at least 45 days prior to the AGM.

SECTION 3. The Executive Board shall be empowered to make rules & regulations governing the standards of professional conduct of Council members. Violations of such rules & regulations shall constitute grounds for disciplinary action pursuant to the Bylaws and the Rules & Regulations.

SECTION 4. The Rules & Regulations may be amended or revised at any Executive Board meeting by a two-thirds (2/3) majority vote of Board Members in good standing present provided that the proposed amendments or revisions shall have been submitted to all Board Members at least 14 days prior to the meeting.



SECTION 5. Notice sent by mail or email to any member shall constitute official notice for any purpose. Each member is responsible for advising the Secretary of any change in their mail or email address.

SECTION 6. Definitions. The terms

- “membership” is defined as members with voting rights
- “general membership” is defined as all members
- “AGM” is the abbreviation for Annual General Meeting
- “made available” is defined as sent out by e-mail or published on the listserve or published on the members only section of the CII website.

## **ARTICLE V MEETINGS**

### **ANNUAL GENERAL MEETINGS**

SECTION 1. The Council General Membership shall hold a regular meeting on an annual basis. This meeting is deemed the Annual General Meeting (AGM).

SECTION 2. Only members of the Council shall be admitted to the AGM except by invitation of the Presiding Officer.

SECTION 3. All other meetings of the Council shall be open to the general membership of the Council. No member will be allowed to participate in any meeting unless the member is in good standing.

SECTION 4. The CII Headquarters shall announce the time and place of an Annual General Meeting to the members not later than ninety days before the date of that meeting.

SECTION 5: All Annual General Meetings shall be underwritten by the Council. The Treasurer shall establish and maintain separate bank accounts in accordance with the guidelines set forth in the Rules and Regulations. Transfers into and out of the general fund to the AGM accounts need written approval by the Treasurer.

SECTION 6. The order of succession for purposes of presiding at meetings shall be: President, Vice President, Secretary, Treasurer, ranking Board Member by virtue of tenure.

SECTION 7. The Executive Board shall retire to Executive Session for only the following reasons: to discuss a matter of discipline, membership or in anticipation of litigation.

SECTION 8. Five per cent of the combined total Certified, Senior and Emeritus members of the Council in good standing at the time shall constitute a quorum at any regular or special meeting of the Council. Provided that a quorum has been established, a majority of members present shall be sufficient to transact business at the meeting unless otherwise provided herein.

SECTION 9. The Order of Business at the AGM shall be as follows:

- (a) Call to order by the President
- (b) Roll call.
- (c) Remembrance of deceased members since the last AGM
- (d) Appointment of a Sergeant at Arms for the AGM by the President.
- (e) Nomination and election of two Tellers for the AGM



- (f) Election of new members.
- (g) Reading of minutes of previous meeting.
- (h) Address & report by President.
- (i) Report by Vice President.
- (j) Report of Secretary.
- (k) Report of Treasurer
- (l) Report of Standing Committees.
- (m) Report of Special Committees.
- (n) Unfinished business.
- (o) New business.
- (p) Election of the New President
- (q) Election of New Board Members
- (r) Selection of site for the next AGM
- (s) Matters pertaining to the good of the Council.
- (t) Adjournment.

SECTION 10. All members when speaking or offering a motion shall rise in his/her place, address and be recognized by the presiding officer, giving their name and country. While speaking on a subject, members shall confine themselves to the question under debate, avoiding all personal comments and indecorous language and actions.

#### BOARD MEETINGS

SECTION 11. The first meeting of the Executive Board, where the Executive Board elect its Officers shall be convened immediately following the adjournment of the AGM.

SECTION 12. Executive Board Meetings may be conducted electronically or by phone conference. In keeping with legal requirements, any action taken by mail, facsimile, or electronic format must be with all Board Members voting.

#### **ARTICLE VI ELECTIONS**

SECTION 1. The general election for President and Executive Board Members shall be held at the AGM. Board Members shall also be appointed by the Executive Board in order to fill a vacant position as stated in Article VI, Section 8.

SECTION 2. All nominees for President must have served on the Executive Board for two years. The Immediate Past President will not be nominated for President. To be elected President, nominees shall have to attend the AGM of election.

SECTION 3. All nominees for the Executive Board must be Certified, Senior or Emeritus members in good standing for four years and shall have attended at least two Annual General Meetings in the last five years prior to the nomination. To be elected, nominees shall have registered to attend the AGM of election.

SECTION 4. Candidates for President and the Executive Board shall be nominated in advance of the AGM using the nomination form. Each nomination shall bear the signature of one Certified member in good standing and be filed with the CII Office at least 60 days prior to the date of the AGM. The Executive Board will also nominate 1 or 2 candidates for President. If the Council members fail to nominate candidates for election, the Executive Board shall nominate qualified candidates to fill the



positions about to become vacant. The nomination form may be found on the CII website or may be obtained by contacting the CII Office.

SECTION 5. General election procedures are as set forth in the Rules & Regulations.

SECTION 6. The term of office for elected Members of the Executive Board shall be three years. The term of office for the President is one year. Board members and President whose term is up may be nominated for re-election, but only twice consecutively.

SECTION 7. The newly elected President and Board members assume their positions at the conclusion of the election meeting. The Executive Board shall elect Vice President, Secretary and Treasurer at the first Executive Board meeting immediately following the AGM.

SECTION 8. The unexpired term of any Board Member that becomes vacant between Annual General Meetings, shall be filled by a Certified, Senior or Emeritus member for the unexpired term of office by a vote of the Executive Board. The vote may be taken by a poll of members of the Executive Board through correspondence by the President. All members of the Executive Board shall be given the opportunity to submit nominee(s) for the vacancy. The membership shall be informed of all such appointments without undue delay.

## **ARTICLE VII EXECUTIVE BOARD**

SECTION 1. The Executive Board will consist of not less than 9 not more than 13 Members.

SECTION 2. The President shall schedule not less than four quarterly meetings of the Executive Board per annum.

SECTION 3. The President shall preside at meetings of the Executive Board. In case of any equality of votes the President, or in his/her absence, the presiding officer shall have an additional or casting vote.

SECTION 4. The majority of the elected members of the Executive Board shall constitute a quorum at any regular meeting or special meeting of the Executive Board.

SECTION 5. The Executive Board shall perform all duties as set forth in the CII Constitution, Bylaws, Rules & Regulations and such other duties as are normal to the Executive Board.

SECTION 6. All matters pertaining to the activities and management of the Council shall be submitted to the Executive Board unless otherwise provided for in these Bylaws.

SECTION 7. The Executive Board shall not approve any budget nor shall it incur any debts in excess of the anticipated annual revenues of the Council for any year unless approved by a special 2/3 vote of the Executive Board. A special fund to provide for extraordinary projects may also be established by the Executive Board and ratified at a regular or special meeting of the Council by a majority vote of all Certified, Senior and Emeritus members present and voting at the meeting.

SECTION 8. The attendance of all Executive Board Members at Annual General Meetings and other scheduled Board meetings is compulsory, unless the absence is approved by the President. Acceptable excuses for missing an AGM or Executive Board Meeting are a) family matters, b) subpoenas, c) ill



health and d) business pressures, if notification is made to the President prior to the scheduled Meeting.

One unexcused absence from a scheduled AGM is sufficient reason for removal from the Executive Board by two-thirds vote of those Board Members in attendance at that meeting.

If a Board Member misses two meetings of the Executive Board unexcused between Annual General Meetings, he/she will be removed from the Board.

**SECTION 9. CORRESPONDENCE** Any Officer or Executive Board Member sending an official communication on CII letterhead shall submit one copy to the C.I.I Headquarters at the time the original communication is sent. The C.I.I Headquarters will keep an electronic archive of all official communications.

## **ARTICLE VIII OFFICERS**

**SECTION 1.** The Officers of the Council will consist of a President elected by the membership and a Vice President, a Secretary and a Treasurer elected by the Executive Board.

**SECTION 2.** All Officers shall be (or have been) elected Members of the Executive Board.

**SECTION 3.** The term of office for the Officers of the Council shall be one year. Officers may only be re-elected twice. To complete the unexpired term of an officer left vacant, the Executive Board elects a replacement from its existing Members.

**SECTION 4.** All Officers shall be reimbursed for reasonable expenses incurred on behalf of the Council in the performance of their official duties. These expenses are subject to approval of the Executive Board.

## **ARTICLE IX DUTIES OF OFFICERS**

### **SECTION 1. PRESIDENT**

(1) The President shall be the chief executive officer of the Council and shall preside at all meetings of the Executive Board. The President shall also preside at all meetings of the Council, deciding all questions of order and preserving order and decorum at these meetings. The President shall exercise general supervision over the business affairs, interest and welfare of the Council in accordance with its purposes and objectives.

(2) The President will appoint such special committees, as he/she deems necessary, acting as ex officio Member of each such committee. Special committees are active for the tenure of the appointing President.

(3) The President shall call special meetings of the Executive Board upon the written request of five members thereof, which specifies the reason that meeting is to be called, and he/she shall call special meetings of the Council at the written request of twenty-five per cent of the Certified, Senior and Emeritus members thereof, which specifies the reasons for that meeting.

(4) The President shall sign all Membership Certificates together with the Secretary

(5) With Executive Board approval, the President shall appoint a Certified Public Accountant or any other qualified person to examine the books, records, invoices, bank accounts, insurance bonds and all other financial matters of the Council prior to the AGM. The report of that accountant or other qualified person and/or the Council's Audit Committee shall be e-mailed to the membership no later than 2 weeks prior to the AGM and then formally presented to the membership at the AGM.



(6) The President shall perform such other duties as are incidental to the office of President. The President may assign such of his/her duties, as he/she deems necessary and appropriate to the Vice President of the Council.

(7) The President shall make a report to the membership of the Council of his/her activities and those of the Council to be e-mailed to the membership no later than 2 weeks prior to the AGM and then formally presented at each AGM.

(8) The President will be responsible for membership and shall include membership information in his/her report that is e-mailed to the membership no later than 2 weeks prior to the AGM and then formally presented at the AGM.

#### SECTION 2. VICE PRESIDENT

(1) The duties of the Vice President shall be to assist the President in the performance of his/her duties and to perform any and all duties specifically delegated to him/her by the President.

(2) In the event of the death, resignation, removal, suspension or incapacity of the President, the Vice President shall assume and exercise the duties of the President for the unexpired portion of the term.

(3) The Vice President will serve as Chairman of the Legislative Committee.

(4) The Vice President shall enforce Council listserv rules and suspend members' privileges as appropriate.

#### SECTION 3. SECRETARY

The duties of the Secretary are to manage the following activities and those provided for in the Rules & Regulations, and the Calendar of Activities or supervise such duties relegated to the Management entity engaged to accomplish such duties:

(1) Receive and answer all communications addressed to the Council or communications submitted to them unless the matter deals with violations of Bylaws, Regulations, or Constitution. All communications shall be forwarded to the President of the Council. The Secretary shall maintain a file of all normal communications and shall produce same at each meeting of the Executive Board for their review.

(2) The Secretary shall act as Secretary to the Executive Board and the Investigating Committee. The Secretary shall record the minutes of all meetings of the Council and of the Executive Board and shall publish same to the Executive Board at least ten days prior to the next meeting. They shall read these minutes at the next meeting of the Council or the Executive Board, as the case may be, unless directed to do otherwise by a majority vote of the Executive Board.

(3) The Secretary shall read all reports, papers or communications at meetings of the Council or of the Executive Board when requested to do so by the presiding officer of either body, or by the membership.

(4) The Secretary shall receive nominations before elections and follow the procedure as outlined in the Rules and Regulations.

(5) The Secretary shall announce the results of the election of the President and the Constitution of the Executive Board to the membership as soon as such results are known.

(6) With the approval of the Executive Board, the Secretary shall prepare membership Certificates to be signed by the President and Secretary and distributed to members in good standing. Certificates shall be issued to all new members immediately following their selection. Membership cards shall be issued upon demand.

#### SECTION 4. THE DUTIES OF THE TREASURER SHALL INCLUDE:

(1) The Treasurer shall record all monies received from dues and other sources in the appropriate financial records of the Council and deposit same in a depository of his selection in the name of the Council. The account shall bear the names of the Treasurer and the President and shall be updated on an annual basis. A copy of the account signature card shall be provided to the Secretary.

(2) The Treasurer shall make all disbursements necessary to the regular and ordinary transaction to the business of the Council and such other disbursements as shall be ordered by the Executive Board, in





writing, signed by the President. Any individual expenditure exceeding \$1,000 shall be authorized by the Executive Board by a 2/3 vote "unless included as a line item in a previously approved budget".

(3) The Treasurer shall submit a current semi-annual financial report to the President as well as any other individual duly named by the President. Upon the review of the report and its approval, he/she shall publish said financial report to the general membership in the International Councilor.

(4) The Treasurer shall furnish a Bond in an amount of no less than Fifty Thousand Dollars (\$50,000.00), the premium for which shall be paid from Council funds.

(5) The Treasurer shall prepare and present a pro forma budget for the forthcoming calendar year at the proceeding AGM and a detailed budget at the following mid-year meeting.

(6) The Treasurer shall cause all financial books and records of the Council to be present at Annual General Meetings of the Council. He/she shall deliver all books and records and any and all other property of the Council in their possession at the time of their removal or resignation to their successor. He/she shall likewise cause all funds of the Council to be delivered to their successor for deposits as aforementioned. An audit of the books and records shall take place upon demand within the fifteen day period. All books and records of the Council shall be open for inspection by any member for proper purposes at any reasonable time.

#### **SECTION 5. CALENDAR OF ACTIVITIES**

All Officers, Executive Board Members and the management entity shall follow and adhere to the "Calendar of Activities" presented in the Rules and Regulations as closely as possible.

### **ARTICLE X COMMITTEES**

SECTION 1. The Executive Board shall elect a Chairman for each of the following Standing Committees; Public relations Committee, Audit and Finance Committee, Conference Committee, Advisory Board and Education Committee. Terms of office for committee chairmen shall be one year. Each Committee shall have at least two members.

SECTION 2. The Chairman of each Standing Committee shall make a report to be made available to the membership no later than 2 weeks prior to the AGM and then formally presented to the membership at the AGM. A copy of that report shall be submitted to the Secretary.

SECTION 3. The Standing Committees of the Council shall be as follows:

(a) **LEGISLATIVE COMMITTEE**, Chaired by the Vice President, which shall aid members in matters pertaining to new legislation and amendments to existing laws. It shall investigate the advisability of adopting any proposed changes to the Bylaws and Rules and Regulations of the Council. Any changes or ideas for change of the Bylaws should be submitted to the Committee for consideration. The Committee shall report its recommendations thereon to the Executive Board and to the membership at least 45 days prior to the AGM.

(b) **MEMBERSHIP COMMITTEE**, which shall have charge of all matters pertaining to membership in the Council. It shall be chaired by the Executive Regional Director who, together with the Regional Directors appointed by the Executive Board, will endeavour to secure suitable new members. The Committee shall investigate applicants for membership and report its findings to the Executive Board for final action. Procedures are described in Rules and Regulations. The Committee shall introduce new members when present at the meetings and strive to enhance membership benefits and activity. The committee is also in charge of planning Regional Meetings as further described in the Rules and Regulations.



(c) PUBLIC RELATIONS AND MARKETING COMMITTEE, which shall keep the public and membership informed of the Council's activities, promote the Council externally, and oversee the publication of INTERNATIONAL COUNCILLOR.

(d) AUDIT AND FINANCE COMMITTEE. This committee shall be responsible for the auditing of receipts and disbursements of the Council and to make any recommendations relative to the financial condition and management of the Council. The Committee will prepare and publish to the Board and then to the membership their report each year at least two weeks before the AGM.

(e) CONFERENCE COMMITTEE. The Conference Committee is responsible for planning and administration of the AGM. The committee shall report to the Executive Board before Dec 31 on the financial aspects of that year's AGM, in order for the financial report to be submitted to the membership before Jan 31st the following year. The duties of the Conference Committee are further described in the Rules and Regulations.

(f) AWARDS COMMITTEE.

The Awards Committee shall be chaired by the most recent available Past President and include the Executive Regional Director and one or two members from the general membership of the Council and be responsible for the following awards:

1. International Investigator of the Year Award.

HISTORY: At the Council's AGM held in Edinburgh, Scotland in October 1976, the President of the Association of British Investigators at the time, Zena Scott Archer, personally delivered a silver loving cup to the Council with the request by the A.B.I. that it be presented each year to a Council member who best exemplifies the high professional and moral standards of the Council.

In 2001 the award was changed to now be for an outstanding investigation as the new Meritorious Service Award had been created that honors service to the Council or industry.

Each year at the AGM, a Certified or Senior Member of the C.I.I is honored as the "International Investigator of the Year." Any member may make nominations during the year and election is by a majority vote taken during the meeting and after the reading of the nominations and supporting documentation. Since the recipient must surrender the trophy at the end of the year, another award was initiated to remain the personal possession of each annual recipient. This award is known as the "Keith Rogers Memorial Plaque." It honors one of the respected original founders of our Council, Keith M. Rogers, now deceased.

2. Meritorious Service Award.

The MSA Award honors meritorious service to the C.I.I, to the security and/or investigative industry, or to the community in general by a member of the Council. The MSA Award may be given annually to any member of the Council in order to recognize outstanding achievement and/or contribution. Nominations should be sent to the Awards committee no later than 30 days prior to the AGM.

3. Malcolm w. Thomson, CII Memorial Award.

Only a Regional Director will be eligible for the award. The recipient selected by the Committee is the Regional Director who best exemplifies the membership and strategic plan goals of the Council. The award shall consist of a medallion to be presented to the recipient at the AGM. The medallion will be retained by the award winner for a period of one year. At the completion of the year, the award winner shall be responsible for the return of the medallion to the Secretary at the AGM



**(g) ADVISORY COMMITTEE**

1. The non-executive Advisory Committee will consist of three Past Presidents. The Committee will support and advise the Executive Board.
2. As a new President is elected to the Council, the Immediate Past President will join the Advisory Committee and a senior Past President step down from the Advisory Committee.
3. Any vacancies will be filled by any past president, by appointment by the Executive Board. Further information about the Committee is found in the Rules and Regulations

**(h) EDUCATION COMMITTEE**

This committee is in charge of education and training such as webinars and other seminars set up for the general membership and external participants. Further information about the Committee is found in the Rules and Regulations.

**ARTICLE XI  
REGIONAL DIRECTORS**

SECTION 1. The Executive Board shall establish the geographical areas for Regional Directors.

SECTION 2. The Executive Regional Director and Regional Directors shall be appointed or dismissed by the Executive Board and their term of office shall be two years. The Executive Regional Director and Regional Directors may be any Certified, Senior or Emeritus Member in good standing.

SECTION 3. The Regional Directors duties are noted in the Rules and Regulations.

**ARTICLE XII  
DUES AND FEES**

SECTION 1. The annual dues for each class of member of the Council shall be set and approved by the Executive Board from time to time.

SECTION 2. Each application for membership shall be accompanied by a non-refundable investigation fee as set and approved by the Executive Board.

SECTION 3. The fiscal year of the Council shall be on the calendar year.

SECTION 4. No member otherwise entitled to vote in this Council shall be permitted to vote if he/she is delinquent in dues payment.

SECTION 5. The CII Headquarters shall notify a member of his/her dues delinquency not later than February 28th, following the annual January 1st dues payment date. If that member has not paid the dues required by the following June 30th, the member shall thereupon be expelled from membership in the Council, and the Secretary shall notify the membership of such expulsion.

**ARTICLE XIII  
DISCIPLINE**

**SECTION 1. FORMAL COMPLAINT**

(1) Any member may file a formal complaint against any member by following the procedure set forth in Rules & Regulations for the following reasons:

- (a) Violations of the Constitution, Bylaws, or Rules & Regulations.



- (b) Violations of the Code of Ethics.
- (c) Breach of professional conduct.
- (d) Actions, which could bring discredit on the Council.
- (2) Upon receipt of complaint, the Vice President of the Executive Board shall act as Chairman of an Investigating Committee consisting of him/herself, the Executive Regional Director and the Secretary.
- (a) Following investigation, the charges may be rejected, without recourse, by a majority vote of that Committee, or should the Investigating Committee sustain the charges, the matter will then be referred to the Executive Board for final determination. By submission of all documents, exhibits, and a formal finding of fact, all parties and witnesses shall be notified of the time and date of hearing by the Vice President. Within fifteen days of finding of fact, said notice of the complaint shall be announced to members.
- (b) For this purpose, the President of the Council shall be the presiding Officer of the Executive Board. The Vice President, Executive Regional Director and Secretary of the Council shall not participate in the matter when before the Executive Board unless called upon for explanation and/or testimony, and shall have no vote in the final determination of these charges.
- (c) Should either the Complainant or the Respondent involved in these charges object to any member of this Investigating Committee or any member of the Executive Board, he/she shall set forth in writing their reasons for such objection and file same with the Secretary to be forwarded to the President. The President may reject or sustain such objection.
- (d) In the event the President sustains the objection, three Certified and/or Senior Members' names shall be submitted to the Complainant and the Respondent, each of who shall strike off one name. The remaining member shall then become, pro tem, a member of the Investigating Committee of the Executive Board for purposes of the disposition of these charges.
- (3) Hearing of the Investigating Committee and the Executive Board may be electronic or in phone conference unless the Complainant or Respondent requests a personal hearing and files a certified check for it with the Treasurer. This certified check shall be in an amount sufficiently large to pay the actual traveling, board and lodging expense of members of the Investigating Committee or Executive Board, as the case may be, in attending such a hearing. In the event of such hearing, a court reporter shall be hired and the cost shall be shared equally by the Complainant and the Respondent and an advance deposit made by each sufficient in amount to defray this expense.
- (4) Where charges have been sustained against a member, that member shall have the right to appeal the decision of the Executive Board at the next special or annual meeting of the membership as the case may be. The Certified, Senior and Emeritus members in attendance at the meeting may ratify or overrule the decision of the Executive Board by a majority vote

## SECTION 2. COMPLAINT – OTHER

- (1) Any member in good standing wishing to have a complaint considered against another member may do so by submitting their grievance in writing to the Chairman of the Investigating Committee. The Vice president, the Executive Regional Director and the Secretary constitute the Standing Investigating Committee.  
The Executive Board, at its discretion, may refer a complaint to the Investigating Committee. Should the subject of the complaint be a member of the Investigating Committee, the Executive Board will select an alternate Board Member or Officer to serve in his/her stead.
- (2) Upon receipt of complaint, the Investigating Committee shall conduct an inquiry as deemed necessary and determine whether said complaint warrants consideration by the Executive Board.
- (3) Should the Investigating Committee sustain the complaint, it shall present the matter at the next Board Meeting. Both the Complainant and the subject of the complaint may be asked to appear at the Board Meeting to give testimony if required.
- (4) Should the Investigative Committee decide the complaint is either inadequate or invalid and therefore does not merit further consideration by the Executive Board, it shall notify the Complainant in writing as to the findings of the Committee.



(5) Should the Complainant desire to continue to pursue the action the Complainant may file a formal complaint through procedures as outlined in Section 1.

**SECTION 3. CONVICTION** The Executive Board may suspend or expel any member by a two-thirds vote of the Executive Board upon sustaining proof that the member has violated the provisions of Article XIII, Section 1. Such suspension or expulsion is to remain in force and effect pending ratification or rejection by a majority vote of Certified, Senior and Emeritus Members in attendance at the next AGM following that suspension or expulsion. Notice of all such actions shall be provided to members without delay.

#### **SECTION 4. BOARD ACTION**

(1) The membership of any member of the Council, including an Officer or member of the Executive Board, may be suspended or expelled by a two-thirds vote of the Executive Board for any violation of the Constitution, Bylaws, Rules & Regulations, or Code of Ethics, whether acting on a formal charge as prescribed in Section 1 or upon a charge sustained as a result of the Investigating Committee's action as set forth in Section 2. That suspension or expulsion shall remain in effect pending ratification or rejection by a two-thirds vote of the Certified, Senior and Emeritus members in attendance at the next Annual General Meeting following that suspension or expulsion if requested by the member. Notice shall be given to the member of said pending action, then published in the INTERNATIONAL COUNCILLOR after the Board renders the decision.

(2) The action of the Executive Board in determining what is good cause for suspending or removing an Officer from office shall be final provided, however, the decision on removal shall not be made unless and until that Officer has been given a reasonable opportunity to appear at a hearing before the Executive Board or to present his case to the Executive Board in writing mailed out to the President of the Council by Registered or Certified Mail.

**SECTION 5.** If an Officer or member of the Executive Board is a party to any proceeding involving charges made by him/her or against him/her, he/she shall be disqualified from participation therein as such officer or member and the President of the Council shall appoint a Certified, Senior or Emeritus member in his/her place for these proceedings, unless otherwise provided for in these articles.

**SECTION 6.** Any member expelled from the Council for any reason except non-payment of dues shall not be eligible to reapply.

**SECTION 7.** Any member of the Council whose membership is terminated for any reason whatsoever, consistent with these Bylaws, shall forfeit any and all interest in and to any and all property belonging to the Council and to all other rights, privileges and prerogatives of membership in the Council. In case of expulsion, no dues paid to the Council will be refunded.

#### **ARTICLE XIV INTERPRETATION**

**SECTION 1.** In all Bylaws and Rules & Regulations of the Council, unless the context otherwise requires, the singular shall include the plural and the plural the singular, the word "persons" shall include firms and corporations and the masculine shall include the feminine. Whenever reference is made in this Bylaw to any statute or section thereof, such reference shall be deemed to extend and apply to any amendment or re-enactment of such statute or section, as the case may be.

**SECTION 2.** All prior Bylaws, resolutions, and proceedings of the Council inconsistent herewith are hereby amended, modified and revised in order to give effect to these Bylaws.

As adopted August 25<sup>th</sup> 2016 at the AGM in Gothenburg, Sweden