

**Oregon Association of Licensed Investigators, Inc
Association By-Laws**

Approved JUNE 25, 2021

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PREAMBLE

We, the members of the Oregon Association of Licensed Investigators, Inc., do enact these By-Laws in order to establish and promote a statewide association which will organize, serve and educate members, enforce professional canons of ethics, establish a mutual feeling of trust, goodwill and friendship among ourselves and others in investigative agencies throughout the State of Oregon.

ARTICLE I: NAME

Section 1.01

- a. This Association shall be known as the Oregon Association of Licensed Investigators, Inc., hereinafter referred to as OALI or the Association.

ARTICLE II: PURPOSE

Section 2.01

- a. The purpose of this Association shall be to maintain and promote a statewide association that will organize, serve and educate members and promote the highest professional ethics in order to benefit the citizens of the State of Oregon

Section 2.02

- a. Notwithstanding any other provision of these Articles, the Association shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under S 501 (c) (6) of the Internal Revenue Code.

ARTICLE III: LOCATION and EMBLEM

Section 3.01

- a. The principal office shall be located at the address set forth in the Articles of Incorporation. The mailing or contact address shall be designated by the President with Board approval.

Section 3.02

- a. The official emblem of this Association shall be of the following design: A full circle around the inside of which appears the name OREGON ASSOCIATION OF LICENSED INVESTIGATORS, INC. and in the center of the circle there is an outline of the state of Oregon containing the initials OALI, with a sketch of a camera on the right of the state outline and a drawing of a writing tablet and quill pen on the left side of the state outline. This design can be changed upon the vote of the membership at the annual business meeting with a requisite change in this section adequately describing the new image. This emblem shall be protected by copyright.

Section 3.03

- a. The official emblem of the Association may be used by active, associates and honorary members of the Association on letterheads, cards and advertising matter. The word

“Member” must be displayed prominently above or below the logo to signify use by a member and not the Association itself. The emblem shall not be used by a member for the purpose of identifying, promotion or advertising any school or training course, or any publication for sale, not promoted or sponsored by OALI.

Section 3.04

- a. It is a condition of membership, and each and every member of this Association agrees, the use of the emblem of this Association shall be limited to the time during which the member shall be in good standing, and each member agrees to discontinue use of said emblem upon termination of membership. Exception: promotional items distributed by the organization (notebooks, coffee mugs, pens, etc).

ARTICLE IV: MEMBERSHIP

Section 4.01

- a. Membership in this Association is restricted to active members, honorary members and associate members.

Section 4.02

- a. Active membership in this Association shall be open to all investigators who are licensed by the state in which they practice. To qualify for active membership, an applicant must be licensed as a Private Investigator, Provisional Investigator or Associate Investigator Member, who is current on their annual dues.

Section 4.03

- a. Upon application or retirement, Honorary Membership may be granted by the President or OALI Board. Honorary Members may serve on committees and have voting rights but may not be elected to the Board. Dues are waived for Honorary Members.

Section 4.04

- a. An Associate Member is a member with an accepted foreign license which requires a background investigation by the licensing authority.

Section 4.05

- a. Only licensed Members and Honorary Members will be listed on the OALI website.

Section 4.06

- a. All applications for membership must be submitted in writing on a form approved and provided by the Board.
- b. Each application must be accompanied by the non-refundable application fee in the amount set forth in the By-laws. Upon approval of the applicant, membership will be complete upon payment of the annual dues.
- c. A copy of their state license if applicable.

Section 4.07

- a. All applications and payments will be processed by the Treasurer and the applications will be forwarded to and checked by the Membership Director. Upon review of the Membership Director, the Membership Director shall:
- b. Notify the Treasurer that the applicant has been accepted or rejected along with the reason why and notify the applicant that the application was accepted or rejected along with the reason why.
- c. If the application for membership is rejected, the applicant may petition the OALI Board within 30 days of the postmark of the rejection notice. The decision of the majority of the Board members meeting in Executive Session shall be final and not subject to change.

Section 4.08

- a. The resignation of any member in good standing shall be forwarded to the President and the Treasurer. The President shall then advise the Board of such resignation. All resignations will be accepted without further action. The Treasurer and Membership Director shall immediately amend all appropriate records and access to member privileges including the OALI Forum.

Section 4.09

- a. The Association may operate a referral service for the public from a database of interested members whose dues are in good standing. It will be the members' responsibility to keep their information up to date and accurate on the OALI website by notifying the Treasurer and Membership Director of any changes. Copies of the policies and procedures governing the operations of the referral service may be provided on the OALI website.

Section 4.10

- a. No member, contractor or employee shall act as official spokesperson for the Association without the approval of the President.

ARTICLE V: ORGANIZATIONAL STRUCTURE

Section 5.01

- a. The Administration and management of the Association shall be controlled by a Board of up to 14 Directors elected by the membership. These include the President, Vice President, Secretary, Treasurer, Sergeant at Arms, Membership Director, and six (6) Regional Directors. The Board shall have the authority to do any and all things necessary for the attainment of the purposes set forth in Article II, unless specifically prohibited by law or the By-laws. New Board members shall read and acknowledge that they have read and understand the current By-Laws for the organization.

ARTICLE VI: BOARD OF DIRECTORS

Section 6.01 President

The President shall:

- a. Preside in person at all Board Meetings and every Annual Meeting unless absent for good cause;
- b. Make all appointments deemed necessary to run the Association;
- c. Call special meetings of the Board to consider any action that he or she deems for the good of the Association, including the removal of an officer who fails to fulfill the duties of his or her office or acts in a manner that violates the Articles or By-laws of the Association in accordance to Article IX;
- d. Be a de-facto Vice-Chair, and member of all committees;
- e. Obtain Board approval for all OALI business expenditures exceeding \$300.00;
- f. Carefully review the monthly Financial Statements, as presented by the Treasurer. If the information presented on the Balance Sheet and Income Statement is deemed accurate, the President or Vice President shall sign one copy and return it to the Treasurer, who shall forward it to the Secretary for posting with the Board Minutes as soon as possible;
- g. Designate a repository for the OALI Archives;
- h. Prepare, with consultation with the Vice President and Treasurer, a proposed annual budget for Board approval sixty (60) days prior to the Annual Business meeting.

Section 6.02 Vice President

- a. The Vice President shall become President if for any reason the President cannot perform the duties of the Office of President or on expulsion of the President from membership in the Association;
- b. The Vice President shall perform such other duties as may be assigned by the President;
- c. If for any reason both the offices of President and Vice President become vacant, then the remaining members of the Board shall elect one among them to be the President until the next annual meeting of the Association;
- d. The primary ancillary duty of the Vice President shall be the organization and execution of the Spring, Summer, and Fall seminars as directed by President, and the Annual Business Meeting in June of each year.

Section 6.03 Secretary

- a. The Secretary shall be responsible for recording and distribution of the following:
- b. Maintain an orderly system of membership rolls, minutes, and records of all business communication.
- c. Cause to be recorded the minutes of all Board meetings and the Annual Meeting. The minutes of those meetings shall be prepared, stored at a designated location, and distributed to the Board of Directors and membership. These approved minutes should be stored in a portable document format (PDF) at two locations including the OALI computer and website as soon as practical. The minutes shall be signed by the Secretary and the President and/or Vice President.
- d. Shall publish meeting agendas to the Board and membership ten (10) business days in advance of the meeting.
- e. Ensure an official absentee ballot is prepared and provided to the President or Vice President for mailing to the Membership 45 days prior to any general or special election or approval of By-Law changes.

Section 6.04 Treasurer

- a. The Treasurer shall be responsible for carrying out all the fiscal policies and procedures adopted by the Board. The Treasurer shall:
- b. Maintain an orderly system of records and books to include an electronic bookkeeping system and preserve backups of that system at a separate secure location;
- c. Maintain an accounting system in accordance with generally accepted accounting practices;
- d. On a monthly basis, provide the Board with a copy of the previous month's income and expense statement. One of which will be signed by the President or Vice President and returned to the Treasurer for filing. A copy of this signed statement shall be preserved in the meeting minutes, a copy on the OALI computer and a hard copy in a notebook which is maintained by the Treasurer;
- e. Present a written financial report at the Annual meeting, which will include all expenditures, assets and liabilities of the Association at the time of the report. Each member shall receive a copy of this report with the minutes upon request;
- f. Assist the President and Vice President in preparing a projected annual budget to be presented and approved by the Board at the board meeting prior to the Annual Meeting. A budget can be amended by the sitting Board of Directors to adjust for variances of income and expenditures by a majority vote of the attending Board of Directors at the meeting;

- g. The Treasurer shall email and/or mail by USPS annual dues renewal Invoices and report to the Board the names and number of renewals emailed and/or mailed and the amount of payments received. The Board shall be notified in the September monthly report the names of members whose dues are in arrears.

Section 6.05 Sergeant at Arms

- f. The Sergeant at Arms shall assist in the function of the Board and the Association. He or she shall:
 - i. Maintain order within the meetings and seminars;
 - ii. Observe the counting of votes;
 - iii. Assist at the OALI tables at seminars.

Section 6.06 Regional Directors

Regional Directors shall:

- a. Welcome new members to their region;
- b. Represent their regions on matters before the Board, with full voting authority;
- c. Represent OALI to the public on matters delegated by the President;
- d. Hold a Regional four-hour continuing education training once a year with proposed speaker and agenda approval by the President or Vice President before such training is authorized under OALI's sponsorship;
- e. The North Region shall have two (2) Directors. All other regions shall each have one (1) Director;
- f. The regions shall be:
 - 1. North (1 & 2 jointly): Multnomah, Washington, Hood River, Clackamas, Wasco, Marion. State of Washington;
 - 2. Central: Linn, Jefferson, Deschutes, Crook, Klamath, Jackson. All other states except California, Idaho and Washington;
 - 3. Northwest: Clatsop, Columbia, Tillamook, Yamhill, Polk, Lincoln, Benton. All foreign countries;
 - 4. Southwest: Lane, Douglas, Coos, Curry, Josephine. State of California;
 - 5. Eastern: Sherman, Gilliam, Morrow, Umatilla, Union, Wallowa, Wheeler, Grant, Baker, Lake, Harney, and Malheur. State of Idaho.

Section 6.07 Membership Director

- a. The Membership Director shall be responsible for all membership matters, including the investigation of new members and making a recommendation regarding their acceptance into the organization.
- b. Shall contact and follow up with new members as directed by the President.
- c. The Membership Director shall be responsible for the OALI Forum, including all additions, deletions and changes to the Forum membership. The Membership Director shall also mediate all disputes regarding the Forum and have the right to suspend, terminate (only after review and decision by the Board) or censure members on the Forum.
- d. Assist the Regional Director in coordinating the annual regional training meetings.
- e. Shall aid and assist in the public relations and communications to the membership by any other means designated by the Board.
- f. Shall work with the Treasurer when Members are 90 days past due from the renewal date, at which time Members will be removed from the active membership rolls.

Section 6.08 Board Policies and Procedures

- a. Directors of the Board shall refer to the Oregon Nonprofit Corporations Act as amended in the Oregon Revised Statutes, as well as Oregon Administrative Rules, and other state and federal laws to conduct Association business when policies are not outlined in the By-laws or Articles of Incorporation.

Section 6.09 Conflicts

- a. Upon discovery of a potential conflict of interest, a Board member shall notify the resident and Vice President of such potential conflict in writing for immediate consideration of action with a follow up discussion and final action by the Board at the next Board meeting. Final action shall be documented in writing and included with the meeting minutes.
- b. Being a Director of the Board may not disqualify a Director from contracting with the Association as a vendor, purchaser, or another contractual relationship with the Association. No Director shall enter into any contractual relationship on behalf of the Association in which any Director has a financial interest without the prior approval of the Board of Directors.

Section 6.10 Indemnification

- a. To the fullest extent permitted under the Oregon Nonprofit Corporation Act, as amended, the Association shall indemnify any director of the Board who is made a party to a proceeding because the individual is or was a Director against liability in the proceeding, including without limitation the advancement of expenses.

Section 6.11 Insurance

- a. The Board of Directors shall be covered at all times with appropriate liability insurance for Board members of organizations such as OALI. Limits of liability shall be determined upon policy renewal and budget planning.

ARTICLE VII: MEETINGS

Section 7.01

- a. There shall be an Annual Meeting of the Association. Directors' reports, committee reports and any new or old business as the membership sees fit will be discussed at this general membership meeting. The Secretary in office the preceding year shall issue the agenda and take the minutes. During any State of Emergency within Oregon or any Restrictions on gatherings that would prevent the Association from meeting in person, any and all Meetings, including elections, may be held by Remote Electronic means such as, GoToMeeting, Cisco Webex Meetings & Events, Zoom, or Teleconference Methods, etc.
- b. The President shall call at least two regular Board meetings a year. They may be held on the same day as the OALI Fall and Spring seminars. According to Oregon nonprofit law, any meetings other than scheduled meetings are called special meetings. The President may call special meetings whenever it is deemed necessary by giving a minimum of seven (7) days' notice to all directors in office and by posting notice on the electronic Forum. Other special meetings must be called within thirty (30) days if petitioned by a majority of the Board or OALI voting members. Agendas and minutes of all Board meetings, except those of Executive Sessions, shall be posted electronically to the Forum and the OALI website, as well as archived.
- c. A minimum of three (3) officers and two (2) regional directors are needed to constitute a quorum for holding a regular or special Board meeting. A majority of the votes cast by those Board members present and eligible to vote passes a motion. No absentee or proxy votes are accepted at Board meetings outside of conference calls.
- d. Executive Sessions of any Board meeting are confidential and closed to non-Board members and the public. Any records, if any which are kept of those meetings are confidential and not available for review except for sitting Board members.

ARTICLE VIII: ELECTIONS

Section 8.01

- a. Election of six (6) Regional Directors shall occur at the Annual Meeting on odd years. Nominations may be made by committee, be self-declared and may be taken from the floor, with a second necessary for write-ins.
- b. A Regional Director must be a licensed Oregon investigator and have a business or registered agent's address in Oregon.
- c. Directors shall be elected by a majority of eligible members present at the annual meeting, including all votes cast by proper absentee ballots.

- d. Regional Directors shall be elected on a single ballot with each member casting one **(1)** vote for each seat to be filled. Nominees receiving the highest plurality of votes will fill the vacant Regional Directors' assigned seats in order of total votes received.

Section 8.02

- a. Election of office for President, Vice President, Treasurer, Secretary, Sgt. at Arms, and Membership Director shall occur at the Annual Meeting on even years and shall be for two (2) years.

Section 8.03 Terms

- a. The terms of office for President, Vice President, Secretary, Sgt. at Arms, and Membership Director shall be for two (2) years. Consecutive terms, beyond three (3) consecutive terms in the same office by the same person, shall not be allowed except as under section 8.03 (b).
- b. The term of the office of the Treasurer shall be for two (2) years and there is no limit on the number of terms.
- c. The terms of office for Regional Directors will be for two (2) years. Consecutive terms; beyond three (3) consecutive terms in the same office by the same person shall not be allowed.
- d. Other positions may be extended in one (1) year extensions, upon Board approval.

Section 8.04

- a. Absentee ballots are permitted, providing the ballot has been submitted on an approved form, by a member in good standing and received by the Secretary prior to the Annual Meeting. The envelope containing the ballot shall have at a minimum the name and address of the sender to verify voter eligibility.

Section 8.05

- a. All candidates wishing to have their candidacy published must announce to the President no later than sixty (60) days prior to the Annual Meeting. A general announcement shall be made to the membership at least thirty (30) days prior to the Annual Meeting by US First Class Mail.

Section 8.06

- a. All outgoing Directors and committee chairs shall turn over to their replacements or the Secretary all relevant books, records and other documents maintained on behalf of the Association within thirty (30) days of leaving office.
- a. Regional Directors shall be elected on a single ballot with each member casting one **(1)** vote for each seat to be filled. Nominees receiving the highest plurality of votes will fill the vacant Regional Directors' assigned seats in order of total votes received.

ARTICLE IX: DISCIPLINE

Section 9.01

- a. Any member or applicant who has had an investigator or agency license suspended or revoked, or has knowingly practiced as an investigator unlawfully within the previous three (3) years or if such action was the result of engaging in behavior unbecoming of a licensed investigator contrary to the Code of Ethics or upon a vote of the Board of Directors based upon cause to believe that such a member or applicant has engaged in such behavior without action by the licensing regulatory agency in the last three (3) years, shall have their membership with the Association denied, suspended or revoked. Should a member be temporarily suspended due to failure to renew their license, action against their membership shall be stayed provided that said member actively engage in restoration of their license within thirty 30 days of their license expiration. Should a member's license be suspended pending a criminal investigation by a separate government agency, their membership may be suspended upon vote of the Board of Directors pending the outcome of the criminal investigation.

Section 9.02

- a. The Board Members shall advise any person who complains about a member's alleged business or criminal conduct to that they may contact the appropriate licensing board or other agency of jurisdiction. This does not eliminate the responsibility of a General Member to report another licensee's violation of rules of conduct and practice defined in the Oregon Revised Statutes and Oregon Administrative Rules.

Section 9.03

- a. Should any member engage in conduct which is unbecoming as a member of the Oregon Association of Licensed Investigators, which risks the reputation of the Association and its' members, and not rising to a violation of the ORS and OAR's, such behavior shall be considered upon investigation by a quorum of the Executive Board for consideration of amending the membership status of the alleged offender. This includes any terms of that status. Such action will only take place when the allegations are clear, cogent and supported by written documentation of witnesses. An unalterable copy of these proceedings shall be kept in a specific and secure electronic file on the OALI computer.

Section 9.04

- a. Any member whose membership dues are in arrears ninety (90) or more days shall have their membership revoked as per Article X. It is each member's responsibility to keep the Association Treasurer and President apprised of any address changes. The individual member is solely responsible for keeping their information up to date on the OALI website by utilizing the member update procedures on the website and by notifying the Treasurer and Membership Director of any changes. OALI is not responsible in any way for failure of the member to keep that information current.

ARTICLE X: DUES

Section 10.01

- a. The rate of dues shall be determined by a majority vote of the membership attending the Annual Meeting. The Association's fiscal year July 1st through June 30th will be used for Dues Renewals. The Treasurer shall send out Dues renewal Invoices by email in late May and by United States Postal Service in early June for member's who haven't already paid the annual dues renewals from the emailed Invoices. Dues payments are due by July 15th. This Section does not alleviate the individual member's responsibility to keep their dues current to maintain all their benefits of membership, including but not limited to website information and conference registration rates, etc. During the initial transition to Annual Fiscal Year Dues amounts will be prorated or credited accordingly to the benefit of the member.

Section 10.02

- a. Any member whose dues are not received within ninety (90) days of the due date shall be considered Past Due and membership status will be revoked. The Treasurer shall report to the Board in October as to any such delinquencies and what steps have been taken to avoid membership termination. As courtesy, the Membership Director and/or applicable Regional Director may make contact with any member whose dues are in arrears to encourage renewal.

Section 10.03 New Members

- a. **New Members joining the Association for the first time will have their Membership Dues prorated depending upon the month and day in which they join, as follows;**

July 1 through October 31 = \$75
November 1 through March 31 = \$50
April 1 through June 30 = \$25

ARTICLE XI: O.A.L.I. NEWSLETTER

Section 11.01

- a. The official publication of the Association shall be known as "The Oregon Investigator." This Newsletter shall be published on the OALI website in the "members only" area.

Section 11.02

- g. The Newsletter Editor, appointed by the President, shall be responsible for the preparation and distribution of the publication a minimum of three (3) times a fiscal year. Such publication and appointment is predicated upon the willingness and availability of a volunteer member to fulfill the Newsletter Editor position.

Section 11.03

- a. The Editor shall be reimbursed by the Association for all necessary expenses for preparing the Newsletter, provided there is a Newsletter published, within budget limits set by the Board.

Section 11.04

- a. The President shall appoint one (1) or more proofreaders, in addition to the Editor, who shall review each Newsletter before it is published.

Section 11.05

- a. The President has final say on content and publication dates and methods except when editorial concerns come to the Board for a vote. The President shall notify the Editor of any changes prior to publication. The Editor will have the opportunity to remove his or her name from the final publication in which there is conflict over content.

ARTICLE XII: COMMITTEES

Section 12.01 Creation

- a. The President may designate, appoint and discharge any committee as the President deems appropriate or necessary and shall define the duties of all committees, unless otherwise set forth in the By-laws. The President shall be a de facto, vice chair member of any committee.

Section 12.02 Authority

- a. Committees shall have no power or authority other than to make recommendations to the President and Board.
- b. The designation and appointment of any committees and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed by law.

Section 12.03 Committee Meetings

- a. Members of committees shall meet at the call of the Chair of the committee at such place or in such manner as the Chair shall designate after a minimum of two (2) days' notice has been given to each committee member.
- b. Each committee shall keep minutes of its proceedings and within two (2) weeks' time thereafter make a written report of its actions to the Board of Directors.
- c. A majority of the members of a committee shall constitute a quorum for the transaction of business at any meeting. Any transaction of a committee shall require a majority of the quorum present at the meeting. "Presence" at such meetings shall be defined as consistent with member "Presence" at Board meetings.

- d. Any action that may be taken by a committee at a meeting may be taken without a meeting if consent in writing setting forth the action taken and signed by all members of the committee entitled to vote on the matter is executed and filed with the Secretary. The action shall be effective on the date when the last signature is placed on the consent. Electronic mail or facsimile response shall suffice as written consent.

Section 12.04

- a. The Board shall review and vote upon recommendations made by a committee.

Section 12.05 Reimbursement

- a. All members appointed to committees shall be reimbursed for all approved necessary and documented expenses incurred in carrying out work on behalf of OALI. Upon request of the Committee Chair, the Board of Directors shall prepare a list of approved expenses and reimbursement procedures.

ARTICLE XIII: AMENDMENTS

Section 13.01

- a. Bylaws shall be circulated as necessary for the implementation of the provisions of the Articles of Incorporation and for the orderly operation of the Association.

Section 13.02

- a. Proposed By-Laws shall be submitted to the Secretary and President not less than sixty (60) days prior to a duly noticed meeting and mailed by United States Postal Service to each active member's most recent address on record with the Treasurer for Membership Invoicing not less than thirty (30) days prior to the duly noticed meeting. Proposed By-laws shall be adopted by a majority vote of the members present at duly noticed meeting.

Section 13.03

- a. The Association's Articles of Incorporation and By-Laws are on file with the Oregon Corporation Division as well as the Oregon DOJ and shall be amended as follows.
- b. The general membership of the Association will be mailed by United States Postal Service, to each active member's most recent address on record with the Treasurer for Membership Invoicing no later than thirty (30) calendar days prior, that a meeting will occur where amendments to the Articles of Incorporation and By-Laws will be proposed and voted upon, requiring affirmative vote by a majority vote of the general membership in attendance at the annual or specially called meeting by official ballot.
- c. The Secretary will clearly describe in the Notice of Meeting:
 - 1. The date and time of the meeting;
 - 2. The location of the meeting;
 - 3. Proposed changes to the Articles of Incorporation and By-Laws;
 - 4. The fiscal impact of, any and all expense costs accruing due to amendments, as detailed by the Treasurer.

- d. The President will ensure the amendment process complies with requirements of the Oregon Corporation Division, and the results are recorded there with the appropriate fees.

ARTICLE XIV: DISSOLUTION

Section 14.01

- a. No Director of the Association, nor any private individual, shall be entitled to a share in the distribution of any of the Association assets upon dissolution of the corporation or the winding up of its affairs. Assets shall be distributed according to Internal Revenue Service regulations and/or order by the Court of Jurisdiction, and the laws of the State of Oregon for private-nonprofit organizations.

ARTICLE XV: ETHICS

Section 15.01

- a. Obey all laws in the pursuit of their investigations.

Section 15.02

- a. Abide by all provisions of ORS Chapter 703 and OAR Chapter 259 as they relate to licensed investigators.

Section 15.03

- a. Shall never conduct themselves in a manner unbecoming a professional investigator publicly or privately.

ARTICLE XVI: FINANCIAL MANAGEMENT

Section 16.01

- a. There shall be at least three signatories on all Association bank accounts, to include the President, Vice President and Treasurer.

Section 16.02

- a. The President, Vice President and Treasurer may be issued credit or debit cards in the Association's name, the balance of which will be paid monthly by the Treasurer, unless otherwise approved the Board of Directors. Such cards will only be used for Association business.

Section 16.03

- a. All operational expenses required for the conducting of business, not capital expenditures, shall be paid immediately upon receipt of statements of amounts due. This shall include, but is not limited to; taxes due, liability insurance, postal fees, Internet and computer services fees, fax and telephone fees, and other non-equipment fees designated by the Board following discussion of such expenditures at a Board meeting supported by motion, discussion and vote and recorded in the meeting minutes.

Section 16.04

- a. Capital expenditures for equipment used by the organization, including but not limited to computers, projectors, cameras, sound equipment and any item over \$300 must have approval by the Board following discussion of such expenditures at a Board meeting supported by motion, discussion and vote and recorded in the meeting minutes.

Section 16.05

- a. The Board shall establish reimbursement guidelines for Board member's incidental expenses for conducting Association business. Association office expenses and other non-capital expenses by any Board member shall be reviewed and approved for reimbursement if they comply with the guidelines established by the Board.

Section 16.06

- a. The Vice President may spend up to \$300 for single item purchases when it is impractical to wait to get Board approval at the next meeting. This does not apply to expenditures in the amounts previously approved for the planning, prepayment of facilities and promotion of meetings and conferences, as long as such expenditures are within the amounts approved. Previous expenditures for conferences and their facilities should be a guide for estimation. Such conference expenditure approvals can be established in the Annual Budget deviations in excess of those amounts and is subject to approval by the Board.
- b. A bi-annual audit of the financial records, paid for by OALI, shall be performed by an independent auditor when the Board deems it necessary. This auditor shall not be a member of OALI or a relative of an OALI member and selected by Board approval to avoid any perceived conflicts of interest.