

Bylaws

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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. 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 1. 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. The Association shall cultivate arts and sciences that raise the professional standards and capabilities of investigators
- Section 2. 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 1. 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.
- Section 2. 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, 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.
- Section 3. The official emblem of the Association may be used by active 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, promoting or advertising any school or training course, or any publication for sale.

Section 4. 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.

ARTICLE IV: Membership

Section 1. Membership in this Association is restricted to active members, honorary members and associate members.

Section 2. 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 or Associate Investigator, or an Investigative Agency.

Section 3. Upon application or retirement, Associate Membership may be granted by the President or OALI Board. Associate Members may serve on committees and have voting rights but may not be elected to the Board.

Section 4. The Board may grant Honorary Membership to a person who has performed an extraordinary service for the Association and waive dues for the year(s) the service takes place.

Section 5. All applications for membership must be submitted in writing on a form approved and provided by the Association

(a) Each application must be accompanied by the non-refundable application fee in the amount set forth in the Bylaws, plus annual dues as required by Article X. .

(b) A copy of their state license if applicable

Section 6. All applications will be checked by the Membership Director. Upon review of the Membership Director's findings and recommendations, the President shall:

(a) Notify the Treasurer the applicant has been accepted; or direct the applicant to be notified why the application was rejected.

(b) If desired by the applicant, take the matter before the OALI Board. The decision of the majority of the Board members voting at the meeting shall be final and not subject to challenge.

Section 7. 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.

Section 8. The Association shall operate a referral service for the public from a database of interested members whose dues are in good order. The operating procedures for this referral service shall be established and updated by the Board. Copies of the policies and procedures governing the operations of the referral service shall be provided in the Membership Manual and on the OALI website.

Section 9. No member, contractor or employee shall act as official spokesperson for the Association without the approval of the President.

ARTICLE V: Organizational Structure

Section 1. 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. They 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 Bylaws

ARTICLE VI: Board of Directors

Section 1. President
The President shall be responsible for administering the policies and procedures adopted in the

Bylaws and by the Board.

The President shall:

- (1) Preside at all Board and Annual Meetings at the end of each term unless absent for good cause;
- (2) Make all appointments deemed necessary to run the Association;
- (3) 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 Bylaws of the Association;
- (4) Be an ex-officio member of all committees except the nominating committee;
- (5) Seek Board approval for all OALI business expenditures exceeding \$300;
- (6) 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 shall sign one copy and return it to the Treasurer;
- (7) Designate a repository for the OALI Archives.

Section 2.

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.

Section 3.

Secretary

The Secretary shall be responsible for carrying out all the policies and procedures adopted by the Board. The Secretary shall:

- (1) Maintain an orderly system of membership rolls, minutes, and records of all business communication.
- (2) Cause to be recorded the minutes of all Board meetings and the Annual Meeting. The minutes of those meetings shall be prepared and mailed to the Board of Directors.
- (3) Answer all written requests for information from non-members and members with expediency, as directed by the President.
- (4) Ensure an official absentee ballot is mailed before each Annual Meeting or other duly noticed election.

Section 4.

Treasurer

The Treasurer shall be responsible for carrying out all the fiscal policies and procedures adopted by the Board. The Treasurer shall:

- (1) Maintain an orderly system of records and books;
- (2) Maintain an accounting system in accordance with generally accepted accounting practices;
- (3) On a monthly basis, provide the President with two copies of the previous month's Financial Statements, one of which will be signed and returned to the Treasurer for filing.
- (4) 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.

Section 5.

Sergeant at Arms

The Sergeant at Arms shall assist in the function of the Board and the Association. He or she shall:

- (1) Maintain order within the meetings and seminars;
- (2) Observe the counting of votes;
- (3) Assist at the OALI tables at seminars;

Section 6.

Regional Directors

(a) Regional Directors shall:

1. Welcome new members to their region;
2. Represent their regions on matters before the Board, with full voting authority;
3. Represent OALI to the public on matters delegated by the President.

(b) The North Region shall have two (2) directors. All other regions shall each have one (1) director.

(c) 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, Lane – east of Interstate 5. All states except California, Idaho and Washington;
3. Northwest: Clatsop, Columbia, Tillamook, Yamhill, Polk, Lincoln, Benton. All foreign countries;
4. Southwest: Lane – west of Interstate 5, Douglas, Coos, Curry, Josephine. State of California;
5. Eastern: Sherman, Gilliam, Morrow, Umatilla, Union, Wallowa, Wheeler, Grant, Baker, Lake, Harney, Malheur. State of Idaho.

Section 7.

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) The Membership Director shall be responsible for the OALI Forum, including all adds, 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, or censure members on the Forum.

Section 8.

Board Policies and Procedures

(a) Directors of the Board shall refer to the Oregon Nonprofit Corporations Act as amended in ORS Chapter 65, as well as Oregon Administrative Rules, and other state and federal laws to conduct Association business when policies are not outlined in the Bylaws or Articles of Incorporation.

(b) Directors of the Board shall refer to their provided copy of the OALI "Policies and Procedures Manual" which shall serve as additional guidelines for carrying out their fiduciary duties.

(c) In the event of the resignation, removal, or death of any director of the Board except the President, the Board shall, by majority vote of duly noticed meeting with a quorum, immediately select a replacement.

Section 9.

Conflicts

(a) Annually, all directors of the Board shall disclose in writing to the President, on such forms as shall be established by the directors any relationships that may be deemed "direct conflict of

interest," as defined by law, as may be amended and interpreted from time to time. The President shall make these accessible to all members upon request.

(b) Being a director of the Board may not disqualify a director from contracting with the Association as a vendor, purchaser, or otherwise; nor shall any contract or arrangement be entered into by or on behalf of the Association in which any director is interested be avoided on that account; provided that such contract or arrangement shall have been approved in compliance with applicable law.

Section 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.

ARTICLE VII: Meetings

Section 1. 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.

Section 2. The President shall call at least two regular Board meetings a year. They shall be held on the same day as the OALI Fall and Spring seminars. According to Oregon nonprofit law, any meetings other than regular scheduled meetings are called special meetings. The President may call special meetings whenever it is deemed necessary by giving a minimum of seven days' notice to all directors in office and by posting notice on the electronic Forum and OALI website. Other special meetings must be called within thirty (30) days if petitioned by a majority of the Board or members. Agendas and minutes of all Board meetings shall be posted electronically to the Forum and the OALI website, as well as archived.

Section 3. A minimum of three officers and two (2) regional directors are needed to constitute a quorum for holding a regular or special Board meeting. This is to include a minimum of three officers. 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.

ARTICLE VIII: Election Directors

Section 1. Election of six (6) Regional Directors shall occur at the Annual Meeting. Nominations may be made by committee, be self-declared and may be taken from the floor, with a second necessary for write-ins.

A Regional Director must be a licensed Oregon investigator and have a business address in Oregon.

Directors shall be elected by a majority vote of eligible members present at the Annual Meeting, including all votes cast by proper absentee ballots.

Section 2. Regional Directors shall be elected on a single ballot with each member casting one 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 3. Terms

(a) The terms of office for President, Vice-President, Secretary, Sgt. at Arms, Membership Director (starting 2010-2012) and Regional Directors (starting 2011-2013) shall be for two years. Consecutive terms, not to exceed three consecutive terms by one person, shall be allowed.

(b) The term of the office of the Treasurer shall be for two years (starting 2010-2012) and there is no limit on the number of terms. An annual audit of the financial records, paid for by OALI, shall be performed by an independent auditor who is not a member of OALI or a relative of an OALI member.

Section 4. 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.

- Section 5. 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.
- Section 6. 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.

ARTICLE IX: Discipline

- Section 1. Any member who has had an investigator or agency license suspended or revoked shall have their membership with the Association suspended or revoked per Section 5.
- Section 2. The President or designee shall advise any person who complains about a member's alleged business or criminal conduct to contact the appropriate licensing board or other jurisdiction.

ARTICLE X: DUES

- Section 1. The rate of dues shall be determined by a majority vote of the membership attending the Annual Meeting. The fiscal year covering the payment of dues shall be the first of the month following the member's Application date and continuing for one year thereafter. The Anniversary Date shall be defined as the first of the month following the date the member's original application was processed and the check for the dues deposited. The Treasurer shall send out Invoices for member's annual dues approximately 30 days prior to the member's anniversary date.
- Section 2. Any member whose dues are not received within 90 days of the due date shall be considered Past Due. After a second attempt to contact the member in 90 days, the Treasurer shall notify the President in writing of the steps taken and the President may authorize termination of the membership per the procedures set forth in the Bylaws. The officers will present a summary of such actions at the next meeting of the Board.

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

- Section 1. The official publication of the Association shall be known as the "The Oregon Investigator."
- Section 2. The Newsletter Editor, appointed by the President, shall be responsible for the preparation and distribution of the publication a minimum of three times a fiscal year.
- Section 3. 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 4. The President shall appoint one or more proofreaders, in addition to the Editor, who shall review each Newsletter before it is published.
- Section 5. The President has final say on content and publication dates and methods except when editorial concerns come to the Board or members 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 a final publication in which there is conflict over content.

ARTICLE XII: Committees

- Section 1. Creation
- (a) The President may designate and appoint any committee as the President deems appropriate or necessary and shall define the duties of all committees, unless otherwise set forth in the Bylaws. The President shall have the power at any time to fill vacancies in, to change the size of, membership of, and to discharge any committee unless otherwise specified.
- Section 2. 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 3. 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 days' notice has been given to each committee member.
- (b) Each committee shall keep minutes of its proceedings and within two weeks time thereafter make a written report of its actions to the Board of Directors.
- Section 4. Quorum
- (a) 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.
- (b) Any action that may be taken by a committee at a meeting may be taken without a meeting if a 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.
- Section 5. Reimbursement
- (a) All members appointed to committees shall be reimbursed for all necessary and documented expenses incurred in carrying out work on behalf of OALI.

ARTICLE XIII: Amendments

- Section 1. Bylaws shall be promulgated as necessary for the implementation of the provisions of the Articles of Incorporation and for the orderly operation of the Association.
- Section 2. Proposed Bylaws shall be submitted to the Secretary not less than sixty (60) days prior to a duly noticed meeting and mailed to each active member not less than thirty (30) days prior to the duly noticed meeting. Proposed Bylaws shall be adopted by a majority vote of the members present at duly noticed meeting.
- Section 3. The Association's Articles of Incorporation are on file with the Oregon Corporation Division and shall be amended as follows.
- (a) The general membership of the Association will be notified by mail, no later than thirty (30) days prior, that a meeting will occur where amendments to the Articles of Incorporation will be proposed and voted upon, requiring affirmative vote by two-thirds (2/3) of the general membership.
- (b) The Secretary will clearly describe in the Notice of Meeting:
1. The date and time of the meeting;
 - a. The location of the meeting;
 - b. Proposed changes to the Articles of Incorporation;
 - c. The fiscal impact of any and all expense costs accruing due to amendments, as detailed by the Treasurer.
- (c) 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 1. 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.
- Section 2. Upon the dissolution of the Association, assets shall be distributed for one or more exempt purposes within the meaning of S501(c)(6) of the Internal Revenue Code of 1986 (or), the corresponding provisions of any future United States Internal Revenue law or shall be

distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed shall be disposed of by the Circuit Court of the County in which the principal office of the Corporation is then located, exclusively for such purposes, or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XV: Ethics

- Section 1. Obey all laws in the pursuit of their investigations.
- Section 2. Abide by all provisions of ORS chapter 703 and OAR chapter 259 as they relate to licensed investigators.
- Section 3. Never act officiously or permit personal feelings, prejudices, political beliefs, aspirations, animosities or friendships to influence their professional decisions.
- Section 4. Never compromise and shall relentlessly perform their duties in accordance with the law, courteously and appropriately, without fear or favor, malice or ill-will.
- Section 5. Never employ unnecessary or unlawful force or violence.
- Section 6. Maintain each client's confidentiality within the limits of the law.
- Section 7. Be accountable and responsible for their actions.
- Section 8. Accept sole responsibility for their individual standard of professional performance and take every reasonable opportunity to enhance and improve their level of knowledge, competence and professional integrity.
- Section 9. Actively seek and report the truth in the performance of their professional duties.
- Section 10. Be above reproach in the financial aspects of their relationships with clients.
- Section 11. Keep promises, fulfill commitments and abide by the spirit of agreements made with their clients as well as the letter of agreements with their clients.
- Section 12. Recognize that the credential of a licensed investigator is a symbol of public faith and will accept it as a public trust, to be held only so long as they are true to the ethics of the investigative profession.

Last revised: OALI Business Meeting June, 2010.