

BYLAWS
of the
INTERNATIONAL ASSOCIATION OF SECURITY
& INVESTIGATIVE REGULATORS

ARTICLE I
NAME, MISSION, AND PURPOSE

1. NAME OF THE ASSOCIATION

The name of this non-profit corporation shall be the International Association of Security & Investigative Regulators, hereinafter referred to as the "Association."

2. PURPOSES AND DURATION OF THE ASSOCIATION

The purposes of the Association are to enhance the members' abilities to regulate and to assist in promoting professionalism of the security, investigative, alarm and related industries. Specific goals to assist the industry and public include improving and augmenting applicant processing, records management and sharing in the use of new technology, industry training and education, enforcement and regulation, insurance and bonds, and training for regulatory investigators; encouraging and abetting reciprocity between regulatory authorities and agencies; advocating or opposing pertinent legislation and administrative laws, rules and regulations; and formulating model laws, rules and regulations. The Association shall have perpetual existence, and shall be organized solely for charitable purposes.

3. NON PROFIT BASIS OF THE ASSOCIATION AND PROHIBITION AGAINST PECUNIARY GAIN TO MEMBERS

The Association is established on a non-stock basis. Under no circumstances are any of the net earnings or assets of the Association to inure to the benefit of any member, director, or officer of said Association, except that the Association is empowered to make payments and distributions to carry out the purposes of this Association. The Association shall not in any manner participate in any political campaign on behalf of any candidate for public office. The Association shall not carry on any activity not permitted to be engaged in by an association exempt from federal income tax under section 501(c)(6) of the Internal Revenue Code, as amended.

4. FORM OF SEAL

The seal of the Association shall be in a form as shall be prescribed by the Board of Directors, provided that the seal shall bear the words "International Association of Security & Investigative Regulators."

ARTICLE II
MEMBERSHIP CLASSIFICATION AND STRUCTURE OF THE ASSOCIATION

1. FULL MEMBERSHIP

Full membership may be granted to any state, provincial, or other governmental agency that regulates the security, investigative, alarm or related industries. Full membership includes four representatives, one of whom shall be designated to cast said agency's vote at the annual meeting.

2. ASSOCIATE MEMBERSHIP

Associate membership is open to any individual who does not qualify to be a full member representative or organization that is not a state, provincial, or other governmental regulatory agency, which declares an intention to pursue the purposes of the Association and to abide by its Code of Ethics and all other standards established by the Association. Associate memberships may be issued in the name of an individual or an organization. An organization's membership shall include two representatives who may participate in the Association's activities on behalf of said organization.

3. ADDITIONAL REPRESENTATIVES

Additional representatives may be added to a full or associate membership for an additional fee that is billed annually and included with membership dues invoices. Adding representatives is at the sole discretion of the member and must be authorized in writing by a current member representative. Additional representatives shall have the same rights, privileges and benefits as the representatives automatically included in membership.

4. HONORARY MEMBERSHIP

Honorary membership may be granted by a vote of the general membership to any individual person who has contributed to the purposes or objectives of the Association. Honorary members shall have the same rights, privileges and benefits as associate members but shall not be required to pay dues to the Association.

5. LIFE MEMBERSHIP

Life membership may be granted to an individual by the Board of Directors. Any full member of the Association may propose for life membership a person who is or has been a member of IASIR and who has made a substantial contribution to the advancement of the Association. Life members shall not be subject to membership fees, and shall have the same rights, benefits and privileges as associate members.

6. DECISION ON MEMBERSHIP

All applications for membership shall be decided upon by majority vote of the Board of Directors.

7. RESIGNATION FROM MEMBERSHIP

Any member may resign from membership in the Association by giving written notice to the Secretary. Fees for any unexpired term of this subscription year are not refundable; however, the Board of Directors may grant a request for a refund based upon extenuating circumstances.

8. MEMBERS IN GOOD STANDING

Members in good standing are those which have paid all required fees to the Association and have not otherwise been subject to disciplinary action placing them on probation or suspension.

9. SUSPENSION FROM MEMBERSHIP

Members whose annual fees are in arrears for a period of one year or longer from the date due shall be suspended from membership and not permitted to vote, make nominations, or hold office in the Association. The Secretary shall inform members of the suspension in writing. If the dues remain in arrears for a period of two years, the member shall be deemed to have resigned.

10. REMOVAL FROM MEMBERSHIP

Any member whose conduct is considered by the Board of Directors to be contrary to the stated purposes of the Association or its Code of Ethics shall be asked to appear before the Board to explain or justify the questioned conduct. If the member is unwilling or unable to do so, the member may be asked by the Board to resign from the Association. If the member does not resign, the Board shall give notice of motion to be considered at the next general meeting, recommending expulsion of the member from the Association. A copy of this motion shall be communicated to the member concerned in time for the member to make a written response prior to such a vote. If a response is made, it shall be circulated with the notice of motion. The member concerned shall be given an opportunity to explain his/her/its position at the meeting at which the motion requesting expulsion is considered. Approval of such motion shall require a two-thirds majority of the votes cast by the Board of Directors.

11. STRUCTURE OF THE ASSOCIATION

The Association shall consist of the membership, the Board of Directors, such administrative/clerical staff as the Board of Directors shall deem necessary to run or promote the Association, and the following officers: 1) President; 2) First Vice President; 3) Second Vice President; 4) Secretary; 5) Treasurer; 6) Legal Advisor. At the discretion of the Board of Directors, the offices of Secretary and Treasurer may be combined. Additionally, the

administrative structure shall include such permanent committees as may be established in the Articles and/or Bylaws, and such ad hoc committees or subcommittees as may be established from time to time.

ARTICLE III OFFICERS

1. ELIGIBILITY FOR OFFICE

Only full member designees of the Association, as defined in Article II, shall serve as officers and voting directors.

2. PRESIDENT

The President shall:

- A. Serve as the chair of the Board of Directors;
- B. Be responsible for the overall supervision and administration of the Association;
- C. Preside at meetings of the Board of Directors, membership and the Executive Committee;
- D. Consult with the Secretary and prepare agendas for the meetings of the membership, the Board of Directors and the Executive Committee;
- E. Assure that all policies and actions approved by the membership, the Board of Directors, and the Executive Committee are properly implemented.

3. FIRST VICE-PRESIDENT

The First Vice-President shall:

- A. Serve as a member of the Board of Directors;
- B. Fulfill the duties of the President when that person is temporarily absent, resigns, is removed from office or otherwise unable to perform the duties of the office;
- C. Perform any specific duties assigned by the President, the Board of Directors, or the membership.

4. SECOND VICE-PRESIDENT

The Second Vice-President shall:

- A. Serve as a member of the Board of Directors;
- B. Fulfill the duties of the First Vice-President when that person is temporarily absent, resigns, is removed from office or otherwise unable to perform the duties of the office;
- C. Perform any specific duties assigned by the President, the Board of Directors, or the membership.

5. IMMEDIATE PAST PRESIDENT

The Immediate Past President shall:

- A. Serve as a member of the Board of Directors;
- B. Perform any specific duties assigned by the President, the Board of Directors, or the membership.

6. SECRETARY

The Secretary shall:

- A. Serve as a member of the Board of Directors;
- B. Be responsible for circulating notices, agendas, and minutes of meetings of the Membership, the Board of Directors, and the Executive Committee;
- C. Ensure that minutes are prepared and that minute books are properly maintained for meetings of the membership, the Board of Directors and the Executive Committee;
- D. Be responsible for all correspondence and maintaining internal communication within the Association;
- E. Maintain the records and the seal of the Association;
- F. Serve as editor and distributing officer of the Association newsletter, unless this responsibility shall have been delegated to another full member designee by the President;
- G. The aforementioned duties of the office of the Secretary may, at the discretion of the Board of Directors, be delegated, all or in part, to such individual and/or organization as the Board of Directors may designate; however, in all such instances the Secretary shall be responsible for overseeing the work delegated to such party.

7. TREASURER

The Treasurer shall:

- A. Serve as a member of the Board of Directors;
- B. Be responsible for the care and custody of the funds and other assets of the Association;
- C. Maintain records of all dues paid by members of the Association;
- D. Deposit all moneys received in a chartered bank and make payments for all approved expenses incurred by the Association;
- E. Maintain full and accurate books of the accounts and all other financial transactions of the Association;
- F. Report to each regular meeting of the Board on the financial accounts of the Association;
- G. Present a written financial report at the general meetings of the membership, which reports shall include an audited statement of the accounts of the Association, a budget for the next fiscal year, and any consequent recommendations for changes in the fees paid by members;
- H. Send dues renewal notices two months prior to due date;
- I. Inform the Board of Directors and the membership at general meetings as to which members are no longer in good standing due to delinquent membership fees or other causes;
- J. The aforementioned duties of the office of the Treasurer may, at the discretion of the Board of Directors, be delegated, all or in part, to such individual and/or organization as the Board of Directors may designate; however, in all such instances the Treasurer shall be responsible for overseeing the work delegated to such party.

8. LEGAL ADVISOR

The Legal Advisor shall be appointed by the President to serve during the term of the President. Whenever feasible, the Legal Advisor shall be employed, retained, or appointed by a full member. The Legal Advisor must be currently licensed as an attorney. The Legal Advisor shall:

- A. Serve as Advisor to the President, the Board of Directors, and the general membership on matters of procedure and law;
- B. Assist with the drafting or amending of the Articles, Bylaws, motions, resolutions, correspondence and position papers of the Association;
- C. Present a report at the general meetings of the membership, which report shall include legal issues, recent court or regulatory decisions, and pertinent legislation and administrative rules.

ARTICLE IV GENERAL MEMBERSHIP

1. NOTICE OF MEETINGS

Every classification of members of the Association shall be entitled to receive notice of all membership meetings whether general or special in nature.

2. GENERAL MEETINGS OF THE MEMBERSHIP

General meetings of the membership shall be held at a time and place as decided by the President or by a majority of the Board of Directors as evidenced by their written request to the Secretary, but in either case the Secretary shall give at least six weeks notice of the date, time and place of said meeting. The agenda of said meeting shall be sent to all members at least thirty days prior to the scheduled date of the meeting, but the membership by majority vote of the full members may take up any and all other matters which it deems appropriate to consider, except such matters requiring specific notice herein.

3. SPECIAL MEETINGS OF THE MEMBERSHIP

Special meetings of the membership may be called by the President or a majority of the Board of Directors as evidenced by their written request to the Secretary, but in either case the Secretary shall give at least ten days notice of the date, time, place, and agenda for a special meeting. The agenda for a special meeting shall state with particularity the subjects of such meeting, and no other subjects may be discussed or acted upon therein.

4. NOTICE FOR CERTAIN AGENDA ITEMS

The following items cannot be considered at any membership meeting unless specifically noted in the agenda:

- A. Amendments, changes, or restatements of the Articles or Bylaws;
- B. Borrowing money;
- C. Renewing, amending or rescinding a previously considered motion;
- D. Expulsion of members and/or removal of individual persons from office;
- E. Affiliation with other organizations.

5. MOTIONS FROM MEMBERS

Motions from members of the Association received by the Secretary at least eight weeks before the scheduled date of a general meeting shall be included in the agenda for that meeting.

6. MINUTES OF MEETINGS

Minutes of all membership meetings shall be prepared and kept by the Secretary. The minutes of all membership meetings shall be presented to the next general membership meeting for approval.

7. GENERAL MEMBERSHIP POWERS

The general membership shall retain all powers of the Association, except those specifically delegated to the Board of Directors in the Articles and/or Bylaws.

8. POWERS AND DUTIES

In addition to the other specific duties and powers assigned elsewhere in the Articles and/or Bylaws, the general membership shall:

- A. Receive reports from the officers and from the standing and ad hoc committees of the Association;
- B. Decide all financial policies and regulations that affect the dues and obligations of members;
- C. Set criteria for membership and decide all questions related to loss of membership;
- D. Make decisions on all matters brought before it by any member and, at its discretion, refer such to the Board of Directors or to an appropriate standing or ad hoc committee for further study and possible action.

9. QUORUM AND PROXY VOTING

A quorum for all membership meetings shall be one third of the full members in good standing plus one. Proxy votes may be granted by full members to other full members. General written proxies filed with the Secretary shall count towards a quorum, but restricted proxies to vote on specific issues shall not. All proxies must be submitted to the Secretary or the Secretary's designee prior to the call for the vote in question.

ARTICLE V BOARD OF DIRECTORS

1. COMPOSITION OF THE BOARD OF DIRECTORS

The Board of Directors shall be constituted as follows: 1) President; 2) First Vice President; 3) Second Vice President; 4) Secretary; 5) Treasurer; 6) Immediate Past President; 7) four full voting directors drawn from full member designees elected at-large by the full members in good standing; and 8) five non-voting associate directors, one each from the alarm, security, private investigative, and armored car industries, elected respectively from each group by the associate members in good standing and an at-large. At the discretion of the Board of Directors, the offices of Secretary and Treasurer may be combined. Only full member designees, as defined in Article II, may serve as voting directors. The Board of Directors shall represent as many jurisdictions as is feasible.

2. REGULAR MEETINGS OF THE BOARD OF DIRECTORS

Regular meetings of the Board of Directors may be called by the President or by a majority of the Board of Directors as evidenced by their written request to the Secretary, on fourteen days notice to the board members giving the date, time and place of the meeting.

3. SPECIAL MEETINGS OF THE BOARD OF DIRECTORS

Special meetings of the Board of Directors may be called by the President or by a majority of the Board of Directors as evidenced by their written request to the Secretary. Special meetings shall be preceded by at least seven days notice of the date, time, and place of the meeting, which notice shall describe with particularity the purpose of the special meeting.

4. NOTICE AND QUORUM FOR BOARD OF DIRECTOR MEETINGS

Notice or an attempt at notice shall be made to all sitting directors, voting and non-voting, prior to any meeting. A quorum for all meetings of the Board of Directors shall consist of a majority of the voting directors currently in good standing. Associate directors shall not count towards or against a quorum, but in all cases associate directors shall be entitled to notice and to be present at all meetings. Proxy voting is not allowed at any meeting of the Board of Directors.

5. POWERS AND DUTIES

In addition to other duties and powers assigned elsewhere in the Articles and/or Bylaws, the Board of Directors shall:

- A. Take initiative in preparing general policies and actions for consideration and possible adoption by the general membership;
- B. Put into effect all policies and actions approved by the membership;
- C. Have power to enter into contracts in the name of the Association in accordance with policies and practices approved by the general membership;
- D. Be responsible for the management of the affairs of the Association between meetings of the general membership;
- E. Consider matters of a substantive nature at the written request of at least three members, and put such matters, together with its recommendations, on the agenda for the next regular meeting of the general membership;
- F. The Board shall have authority over the activities of the Treasurer.

6. WRITTEN CONSENSUAL ACTION

Any action which may be taken at a meeting of the Board of Directors or any committee thereof may be taken by consent in writing signed by all of the voting directors, or by all members of the committee, as the case may be, and filed with the Secretary.

7. MEETINGS BY TELECONFERENCE

The Board of Directors, or any committee thereof, may hold a meeting by means of conference telephone or similar electronic communications provided that all parties participating in the meeting can hear and communicate with each other. Participation in a meeting pursuant to this paragraph shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

ARTICLE VI COMMITTEES AND SUBCOMMITTEES

1. COMMITTEE CHAIRS

Full and associate member representatives may serve as chairs of committees, and honorary members may chair any subcommittee, and only associate members shall chair committee established exclusively for associate members.

2. STANDING COMMITTEES

Standing committees of the Association may be established by the President, or the Board of Directors, or by majority vote of the general membership.

3. AD HOC COMMITTEES AND SUBCOMMITTEES

Ad hoc committees and subcommittees may be established by the President, or the Board of Directors, or in the case of a subcommittee, by the chair of the committee.

4. CONVENING AND VOTING

Meetings of all committees and subcommittees shall be called by the chair of such committee or subcommittee, or by the President. All members of the committee or subcommittee who are present at the meeting, including full, associate and honorary members, may vote on any and all issues brought before the committee or subcommittee. Proxy voting shall not be allowed at committee or subcommittee meetings.

5. MEETINGS BY TELECONFERENCE

Any committee or subcommittee may hold a meeting by means of conference telephone or similar electronic communications provided that all parties participating in the meeting can hear and communicate with each other. Participation in a meeting pursuant to this paragraph shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

6. QUORUM

A quorum for all committee and subcommittee meetings shall be a majority of the appointed members currently in good standing.

7. MEMBERSHIP ON COMMITTEES AND SUBCOMMITTEES

Committee members shall be appointed by the President and may be appointed by majority vote of the Board of Directors or the general membership. Subcommittee members shall be appointed by the committee chair, and may be appointed by the President or by majority vote of the Board of Directors or the general membership.

8. STANDING COMMITTEE AND SUBCOMMITTEE REPORTS

All standing committees shall present reports to the membership at the next general meeting. Ad hoc committees whose business is not completed at the time of the next general meeting shall present interim reports to the membership. An ad hoc committee that fails to report for two successive general meetings shall be regarded as defunct. The foregoing rules shall apply to all subcommittees, except that subcommittee reports shall be presented to the committee.

ARTICLE VII TERMS OF SERVICE

1. RESIGNATION

Any individual person or full member may resign from any position within the Association by notifying the Secretary in writing to that effect, except that nothing herein shall act in derogation of any written contract between the Association and any other party.

2. REMOVAL OF OFFICERS AND DIRECTORS

- a. Any officer or director of the Association shall be immediately suspended of his or her duties, responsibilities and authority if the officer or director is placed upon administrative leave or suspension by his or her employing regulatory agency or his or her employing regulated industry. The duties, responsibilities and authority of any such officer shall be assumed by the next officer in the hierarchy of officers set forth in Article V for the duration of the leave or suspension. If necessary to fulfill the obligations of a director so suspended, the President, or acting President, may appoint a director to fill the temporary vacancy of the suspended director.
- b. An officer or director of the Association shall cease to hold office if a motion requesting removal of that person from office is approved by a two-thirds majority of votes cast at a meeting of the general membership, which proposed action has been specially noted in the meeting's agenda.

3. REMOVAL OF COMMITTEE CHAIRPERSON OR MEMBERS

A member or chairperson of a committee or subcommittee shall cease to hold office if a motion requesting removal of that person from office is approved by a two-thirds majority of votes cast at a meeting of the Board of Directors. If a motion has been made to remove a member or chairperson, they shall be invited to make a statement and answer questions prior to the vote on said motion.

4. TERM OF OFFICERS AND DIRECTORS

The officers and directors shall be elected for two year terms at the last scheduled general membership meeting of each even numbered calendar year. No officer or director may serve more than two consecutive terms in the same capacity, except that the Secretary and the Treasurer shall have no term limits. The aforesaid limit on terms notwithstanding, all officers and directors shall continue to serve until their respective successors are nominated and elected, unless removed from office as prescribed elsewhere herein.

5. TERM OF COMMITTEE AND SUBCOMMITTEE CHAIRS AND MEMBERS

Committee and subcommittee chairpersons and members shall serve until their replacement is appointed.

6. VACANT POSITIONS

The president may appoint, from eligible members, persons to fill vacancies among the officers and directors, which appointment shall be effective through the end of the unexpired term of the vacant position, and until a successor is nominated and elected.

**ARTICLE VIII
VOTING MATTERS**

1. VOTING BY FULL MEMBERS AT ALL MEMBERSHIP MEETINGS

Only full members may vote electronically or at meetings of the general membership. Full members shall be allowed one vote per regulatory agency, the vote to be determined by the officially registered full member designee(s).

2. METHOD AND ELIGIBILITY FOR VOTING

Upon application for admission to full membership, the regulatory agency seeking such membership shall certify to the Board of Directors which areas of the security, investigative, alarm, or related industries that such agency regulates. Upon admission to full membership, said agency shall be allowed one vote on all motions of general interest coming before the membership, and one vote on all motions of an industry specific nature, provided that such agency actively regulates the industry affected by such vote. After admission to full membership, said agency must immediately notify the Board of Directors of any change in its regulatory authority or organization which affects or alters its ability to regulate specific industries. All matters not declared by the President to be specific in nature shall be deemed to be of general interest to the membership, which declaration shall be immediately appealable to the membership upon application of any two full members.

3. VOTING BY THE CHAIR

The individual person acting as chair of any meeting of the general membership, Board of Directors, Executive Committee, standing or ad hoc committee or subcommittee, shall not be prohibited from voting if the chair is otherwise eligible to vote on the pending question.

4. VOTING FOR MOTIONS

All motions at all meetings of the general membership, the Board of Directors, Executive Committee and all other committees and subcommittees, shall be decided by a majority of votes cast, unless otherwise required by the Articles, Bylaws, or Robert's Rules of Order.

5. VOTES FOR ELECTIONS

Elections for officers and voting directors shall be decided by a majority of the votes cast by the full members in good standing. Associate non-voting directors shall be elected by a majority of the votes cast by the associate members in good standing, representing the particular industry represented by that associate director, except that associate members currently engaged in more than one of the industries represented on the Board of Directors shall have one vote for each associate director representing the respective industry.

- a. Unless announced to the general membership one hundred eighty days prior to the last scheduled meeting of the general membership as described in Article VII, subsection 4, the election of the officers and voting directors described in Article II and Article III shall be conducted electronically.
 - b. No later than one hundred twenty days prior to an annual meeting where an election must be conducted a solicitation for nominations shall be sent electronically to all voting members. The nomination period shall remain open for a period of thirty days. If one or more positions remain open with no nominee at the end of the thirty day period the chair of the Election and Membership Committee may extend the period by ten days.
 - c. In any instance where there is only one nominee for an officer or director position the Election and Membership Committee may present a slate of candidates to be elected by acclamation and only the nominees for contested positions shall stand for election.
 - d. The election of officers and voting directors shall occur no less than sixty days prior to the last scheduled meeting.
 - e. The installation of new officers and voting directors shall occur at the conclusion of the annual meeting.
6. If for any reason an election is not held electronically and if held at the last scheduled meeting, elections for officers and voting directors shall be decided by a majority of the votes cast by the full members present and in good standing at the general membership meeting (as described in Article VII, Section 4), including those members voting via proxy. Associate non-voting directors shall be elected by a majority of the votes cast by the associate members present and in good standing, representing the particular industry represented by that associate director, except that associate members currently

engaged in more than one of the industries represented on the Board of Directors shall have one vote for each associate director representing the respective industry.

ARTICLE IX FINANCIAL MATTERS

1. FISCAL YEAR

The fiscal year of the Association shall be from the first day of January to the last day of December.

2. FINANCIAL REPORT

The Treasurer shall prepare a financial statement of the Association's account(s) to be presented at the general meetings of the membership.

3. MEMBERSHIP FEES

Membership fees and other assessments shall be set by the Board of Directors, which shall also set the due date for all fees.

4. PROHIBITION OF FINANCIAL COMPENSATION

No officer, director, or member of any committee shall receive any financial compensation for duties performed on behalf of the Association, but these persons may be reimbursed from the Association's budget for reasonable expenses incurred while performing such duties.

5. INSPECTION OF ACCOUNTS

The financial accounts of the Association shall be made available for inspection by members and the public during normal working hours and at other times upon reasonable request.

6. RESTRICTIONS ON BORROWING

The Association shall not incur debts by borrowing money unless prior approval for such an action has been obtained by passage of a motion by the voting membership following at least thirty days notice of such a motion.

7. FINANCIAL ACCOUNTS AND SIGNING AUTHORITY

The Board of Directors shall establish checking and other financial accounts in the name of the Association as the Board deems fit and proper; furthermore, the Board shall designate the officers with signing authority on said accounts.

ARTICLE X SIGNING AUTHORITY

1. EXECUTION OF DOCUMENTS

Contracts, documents, checks and other instruments made in the name of the Association shall be binding on the Association when signed by the President. Specific authority to sign contracts may be granted to a designated officer, director, or administrative staffer upon such motion by the Board of Directors.

2. OFFICERS CO-SIGNING WITH CHAIR

The Board shall appoint up to three of its members as signing officers, any one of whom shall have authority to co-sign documents with the President.

ARTICLE XI CODE OF ETHICS

1. NO FINANCIAL GAIN TO MEMBERS

Association members, directors, officers, and full member designees, including their representatives, businesses, families and associates, shall not receive any remuneration as a result of membership in the Association.

2. ACTING ON BEHALF OF THE ASSOCIATION

Members or member designees shall not act on behalf of the Association without the prior written approval of the Board of Directors, except in their ex officio capacity as defined elsewhere in these articles.

3. FELONY CONVICTION/DISCIPLINARY ACTION

Any member of the Association may be suspended or removed from membership based upon a felony conviction, a crime involving moral turpitude, or a severe disciplinary action by any regulatory agency which regulates any of the industries described in Article I, Section 2 of these Bylaws.

4. ENDORSEMENT ON BEHALF OF THE ASSOCIATION

No member or member designee of the Association shall state or otherwise suggest that the Association has endorsed, certified or approved any goods, services, companies or business organizations, programs, techniques, legislation, etc. without the prior official approval of the Board of Directors.

5. ACCEPTANCE OF GIFTS

Full members, full member representatives, directors and officers of the Association shall not accept any gift or other items exceeding \$100.00 in aggregate retail value in any one calendar year, from any person, agency, company, corporation, association, organization or other entity regulated by any full member of the Association.

6. CONDUCT UNBECOMING TO THE ASSOCIATION

Any member whose actions are detrimental to, or reflect poorly upon, the Association may be suspended, removed from membership or otherwise disciplined by a majority of the voting full members.

7. MEMBERS AGREE TO ABIDE BY THE ASSOCIATION'S CODE OF ETHICS

All members of the Association agree to abide by the Association's Code of Ethics. Any member that does not abide by the Code of Ethics may be suspended, removed from membership, or otherwise disciplined by a majority of the voting full members.

**ARTICLE XII
GOVERNING CODE AND AMENDMENTS TO THE ARTICLES AND BYLAWS**

1. ROBERT'S RULES OF ORDER

Except as may otherwise be provided in the Articles or Bylaws, Robert's Rules of Order, as revised, shall govern all meetings and affairs of the Association.

2. AMENDMENTS TO ARTICLES AND BYLAWS

The Articles and Bylaws may be amended upon motion by a two-thirds majority of the votes cast at any meeting of the membership, if notice of such action has been given to the membership at least thirty days prior to such meeting.

**ARTICLE XIII
DISSOLUTION**

Upon the dissolution of the Association, pursuant to the applicable provisions of the state of domicile, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Association, dispose of all of the Association's assets exclusively for purposes of the Association in such manner, or to such organization or organizations under Section 501 of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to state or local governments, for a public purpose. Any such assets not so disposed of shall be disposed of by the District Court in which the principal office of the Association 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 XIV
PRINCIPAL OFFICE AND REGISTERED AGENT**

1. PRINCIPAL OFFICE

The Principal Office of the Association is as follows:

International Association of Security & Investigative Regulators
6919 Vista Drive
West Des Moines, IA 50266

2. REGISTERED AGENT

The Registered Agent of the Association is as follows:

InCorp Services, Inc.
317 Ruth Vista Road
Lexington, SC 29073-8628

Thus done and passed at _____, _____, United States of America, this
_____ day of _____, 2014, in the presence of the undersigned competent
witnesses.

WITNESSETH:
