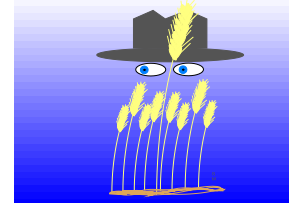


KANSAS ASSOCIATION OF PRIVATE INVESTIGATORS
P.O. Box 2111
Shawnee Mission, KS 66201-1111
Secretary@kapi.org



SERVICEMARK,
KAPI, S.M., KS 1996

BY-LAWS
{Effective 16 November 2011}

I. NAME

This professional organization shall be known and conduct business as Kansas Association of Private Investigators.

II. PURPOSE - CODE OF ETHICS

To establish and perpetuate high ethical and professional standards and excellence of professional service in the private investigative industry in accordance with the association's Code of Ethics. (See Appendix I.)

III. ORGANIZATIONAL STRUCTURE

Section 1. BOARD OF DIRECTORS.

a. The Board of Directors shall consist of the duly elected officers and Chairman of the Board of Directors.

b. The immediate past President, if available, will serve as the Chairman of the Board of Directors. If there is no immediate past President available to serve, then the position shall be elected, the Chairman shall be a member in good standing.

c. The Board of Directors shall have general supervision over the general affairs of the association.

d. The Board of Directors will have no authority to enter into any contract with a value over \$150.00 without the prior approval of the voting members.

Section 2. DUTIES OF THE CHAIRMAN OF THE BOARD.

It shall be the duty of the Chairman of the Board of Directors to call and preside at the meetings of the Board.

Section 3. OFFICERS.

The officers of the Association shall be a President, a Vice-President, a Secretary, and a Treasurer. All officers must be regular voting members in good standing.

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Establishing high ethical standards to provide excellent professional service to the public.

Section 4. DUTIES OF THE PRESIDENT.

It shall be the duty of the President to preside at all meetings of the association and he or she shall manage the day-to-day affairs as directed by the Board of Directors. The President shall appoint all standing and all special committees that may be necessary. He shall be an ex officio member of all committees and shall be the spokesman for the association. He shall perform such other duties as are usually incident to the office of the President, and may delegate those duties at his discretion.

Section 5. DUTIES OF THE VICE-PRESIDENT.

It shall be the duty of the Vice-President to perform all the duties of the President in absence of the President, or in his or her inability to act.

Section 6. DUTIES OF THE SECRETARY.

It shall be the duty of the Secretary to keep minutes of the meetings which are held during his or her term of office, and to submit them to the association for approval. The Secretary shall keep a current list of all association members and shall bill, collect and receipt membership dues. He/she shall keep an accurate account of all monies received and dispersed and make a monthly report to the association. He/she shall maintain the records and official documents of the association. He/she shall perform all other duties pertinent to the office of the Secretary. {Amended 29 November 2000}

Section 7. DUTIES OF THE TREASURER.

It shall be the duty of the Treasurer to maintain and disperse all funds in accordance with the association guidelines (See Appendix II). The Treasurer shall pay all expenses of the association and all checks shall be signed by the Treasurer. The Treasurer shall provide a current balance statement of association funds each month. {Amended 29 November 2000}

Section 8. ELECTION OF OFFICERS.

The officers of the association should be elected at the regular meeting in the month of November of each year. Nominations will be accepted at the November meeting from regular voting members present. The secretary will verify the voting status of members. Two regular voting members, not running for office will count the votes. A plurality vote of the present regular members shall be necessary to constitute election of any officer of the association. If such election shall be to fill a vacancy which occurred during a regular term of office, an election may be held at any regular meeting at which a quorum is present. Ten days notice will be necessary to hold an election. There will be no more than two officers from any one organization. Newly elected officers will be installed at the meeting when elected.

Section 9. REMOVAL FROM OFFICE.

A Board member may be removed from office for cause, by a two thirds vote of the membership present at a meeting, provided at least twenty days notice was given to all members, and the

requirements pertaining to a quorum are met.

IV. MEMBERSHIP ELIGIBILITY {Amended effective 24 November 1998}

A prospective member shall be required to submit an application on a form proscribed by the Directors. The Secretary shall inform the membership of the applicants eligibility for membership to the classification requested. Only regular members and charter members in good standing shall be entitled to a vote. Charter membership is the only classification limited in number.

Section 1. CHARTER MEMBERSHIP.

Charter membership is limited to those members who were members prior to November 1, 1992. Charter members are entitled to one vote. Charter members have the same privileges and same dues or fee obligations as regular members.

Section 2. REGULAR MEMBERS.

The regular member shall be any person with a current private investigators license issued by a state or city based on qualifications similar to Kansas, that includes a background check, and who has applied for regular membership and is current with his or her dues and assessments. All regular members are entitled to the following:

- listing on association Web-Site and to hyperlink directly from the site,
- utilize association Servicemark in their private detective business subject to association ethical and quality review,
- sponsor their employees as affiliate members.
- one vote.

All regular members may fully participate in any additional member services developed in the future.
{Effective 28 March 2000}

Section 3. AFFILIATE MEMBERS.

The affiliate member shall be an employee of a licensed private detective agency who is sponsored for membership by the agency. Affiliate members are entitled to the following:

- listing on association Web-Site and to hyperlink directly from the site,
- utilize association Servicemark in their private detective activities subject to association ethical and quality review.

Affiliate members shall not be eligible to vote, are not eligible for any office or appointive position and may not be assessed any special fees.

Section 4. ASSOCIATE MEMBERS.

The associate members shall consist of individuals who desire to further the interests and benefits of this association, but are not licensed as a private investigator in the State of Kansas or are licensed private investigators but do not wish to become regular members. This class of member has no vote in association matters, and may not be assessed special fees applied to the general membership.

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Associate members are not eligible for any office or appointive position, but are eligible to be listed on the association Web Site.

Section 5. ALLIED MEMBERS.

The allied member shall consist of individuals and businesses who desire to sell goods or services to association members. Allied members may be listed on the association Web Site and hyperlink directly from the site. Allied members may not vote, and may not be assessed special fees other than any advertising costs for any publications.

Section 6. HONORARY MEMBERS.

Honorary memberships will be granted by a resolution of the board, or by a vote of the regular members of the association. This class of member has no vote in association matters unless individually granted voting rights using the same procedure allowed for amending the Bylaws. An honorary member is entitled to all other benefits normally assigned to regular members. Retired private investigators will be accepted as Honorary members upon application. {Amended 17 November 2008}

Section 7. REVOCATION OF MEMBERSHIPS.

The association may cancel or revoke the membership of any member for cause. Such action shall be taken upon a three-quarters vote of the membership present at a meeting Providing that at least twenty days notice was given to all members that such a meeting has been called and the quorum requirements are met.

Section 8. TRANSFER OF MEMBERSHIPS.

Memberships in the association shall be non-transferable.

Section 9. UPGRADE OF MEMBERSHIPS. Associate or affiliate members who upgrade their membership to attain voting status become eligible to vote either six months after the date of the membership upgrade or at the next meeting if they have attended six membership meetings during that calendar year.

V. QUORUM

Section 1. REGULAR AND SPECIAL MEETINGS.

Members from at least 5 different organizations, including at least one officer shall constitute a legal quorum for the transaction of business at all regular and special meetings. The board by itself does not constitute a legal quorum.

Section 2. BOARD MEETINGS.

At least three board members shall be present to constitute a legal quorum for the Board

of Directors to conduct business.

VI. MEETINGS

General meetings shall normally be held each month at various locations, chosen by the members. If circumstances preclude this method, the President may select the location. Ten days advanced notice shall be given to the members of the meetings stating the time and location. Board meetings may be held by conference call providing 10 days notice has been given.

VII. SPECIAL MEETINGS

Special meetings may be called by the President or in his absence by the Vice-President. A quorum is required. Notice stating the purpose of the meeting is required to be given to all members at least five business days prior to the meeting. Members, each from five different organizations, may also call a special meeting.

VIII. VOTING BY PROXY

There will be no voting by proxy, but voting by conference call or video-teleconferencing will be permitted when the meeting is being held using such arrangements during the meeting. {Amended effective 25 November 1997}

IX. CONDUCT OF MEETINGS

All meetings, special meetings and board meetings and the deliberations thereof, including the order of business, shall be according to the rules set forth in the current edition of Roberts Rules of Order, except where such Rules may conflict with the specific provisions of these By-Laws. A parliamentarian, appointed by the President shall resolve any disputes as per Roberts Rules of Order.

X. OTHER COMMITTEES

Committees may be appointed on an "as needed" basis by the President to carry on the business affairs of the association.

XI. INSPECTION OF RECORDS

The membership ledger, books of the accounts, and minutes of the proceedings of the members, the Board of Directors and of committees shall be open to any voting member upon written request. The request shall be filed with the secretary and he or she will have ten working days to comply.

XII. AMENDMENTS TO THE BY-LAWS

These By-Laws may be amended by a two-thirds vote of all voting members present at a regular or special meeting. Any proposed amendment shall be submitted in writing to the secretary ten calendar days before the meeting at which it shall be presented. All such amendments shall be read at the meeting at which they are presented and thereafter voted on at a subsequent meeting.

XIII. MEMBERSHIP FEES AND DUES

Membership fee shall be \$65.00 for regular members, \$50.00 for associate or affiliate members, and \$65.00 for allied members. The fee shall serve as the first year's dues. Dues thereafter shall be the same per year payable on or before January 1st of each year. Dues not paid by February 1st of each year, shall be considered delinquent and the delinquent member shall automatically be removed from the membership list but may be re-admitted 30 days after payment of the dues. Any member being accepted as a member during the last sixty days of the year, shall be considered as having paid their dues for the following year. Once a member has paid their dues, no subsequent changes in dues shall warrant an assessment or require a refund.

{Amended effective 16 November 2011}.

XIV. FISCAL YEAR

The Board of Directors shall have the power to fix and from time-to-time change the fiscal year of the association. In absence of action by the Board of Directors, however, the fiscal year shall run from January 1, to December 31.

XV. RESIGNATION FROM OFFICE

When an elected officer of this association desires to resign from his or her office, he or she shall submit a letter of resignation addressed to the association. At the next regular meeting of the association, the letter shall be read and considered under new business.

XVI. INDEMNIFICATION OF DIRECTOR AND OFFICERS

When a person is sued, either alone or with others, because he or she is or was a Director or Officer of the association, or of another association or corporation serving at the request of this association, in any proceeding arising out of his or her alleged misfeasance, or nonfeasance in the performance of his or her duties or out of any alleged wrongful act against the association or by the association, he or she shall be indemnified for his or her reasonable expenses, including attorneys' fees incurred in the defense of the proceeding, if both of the following conditions exist.

a. The person sued is successful in whole or part, or the proceeding against him or her is settled with the approval of the court; and

b. The court finds that his or her conduct fairly and equitably merits such indemnity.

The amount of such indemnity which may be assessed against the association, its receiver, or its trustee, by the court in the same or in a separate proceeding shall be so much of the expense, including attorneys' fees incurred in the defense of the proceeding, as the court determines and finds reasonable. Application for such indemnity may be made either by the person sued or by the attorney or other person rendering services to him or her in connection with the defense, and the court may order the fees and expenses to be paid directly to the attorney or other person, although he or she is not a party to the proceeding. Notice of the application for such indemnity shall be served upon the association, its receiver, or its trustee, and upon the plaintiff and other parties to the proceeding. The court may order notice to be given also to the members in the manner provided in the By-Laws, for giving notice of members' meetings, in such form as the court directs.

Kansas Association of Private Investigators

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APPENDIX I
CODE OF ETHICS

As members of this association we each share a singular responsibility for maintaining inviolate the integrity and trust of the private investigators profession, in discharging this responsibility, therefor we mutually pledge that:

I.

We will always perform our professional duties in accordance with the highest ethical and professional standards.

II.

We will concentrate our efforts toward the support, protection and defense, of liberty and justice for all.

III.

We will observe strictly the precepts of truth, accuracy and prudence.

IV.

We will respect and protect confidential and privileged information.

V.

We will promote programs and legislation designed to raise the standards, improve the efficiency, and increase the effectiveness of the private investigation profession.

VI.

We will work together toward the achievement of the professional objectives of the association.

VII.

We will strive to assist and work with other members.

APPENDIX II.

DISBURSEMENT OF FUNDS

Section 1.

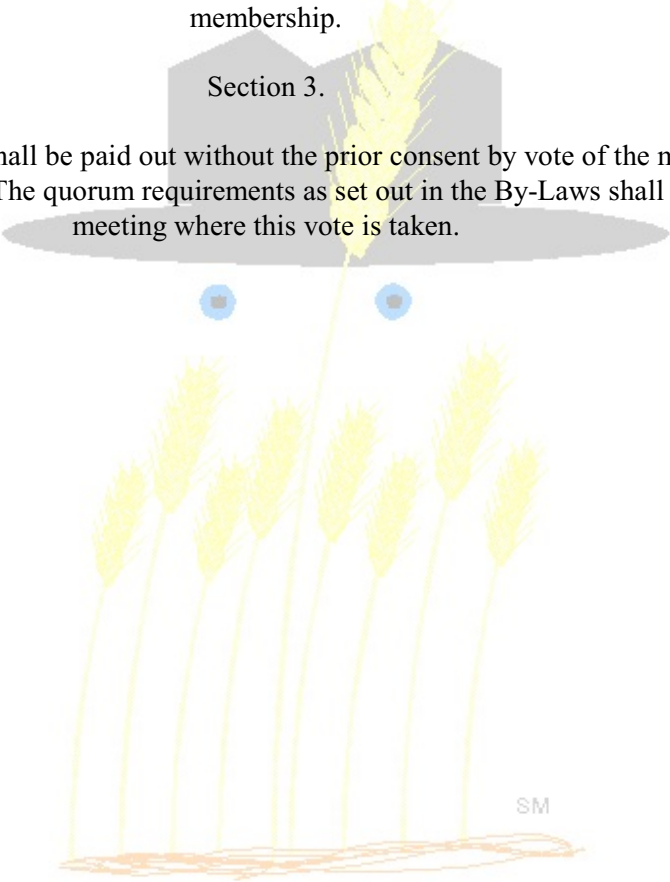
The treasurer will be allowed to disperse up to \$50.00 without prior approval from the Board or the members.

Section 2.

The Board of Directors may vote to allow disbursement of up to \$150.00 without prior approval from the membership.

Section 3.

No amount over \$150.00 shall be paid out without the prior consent by vote of the membership at a regular or special meeting. The quorum requirements as set out in the By-Laws shall be necessary at a meeting where this vote is taken.



KAPI Focus, Member Right to Speak and Representation

KAPI will continue to focus primarily upon legislative and regulatory matters, but will explore additional improvements for the members as it has in the past.

The three basic, informal principles that KAPI has been guided by in the past in legislative and regulatory matters will continue to guide us in the future:

1. Everyone has the opportunity and the right to have their say.
2. The stance taken by KAPI on any issue will be that advocated by the majority of its members.
3. Every member is free to take a separate stance on any issue as long as it is done on their own behalf and not on behalf of the association.

KAPI will continue to work to improve both the association and the private detective community in Kansas with or without the assistance of others.

KAPI will endeavor to cooperate with other organizations and individuals, but will not be tolerant of unethical or illegal conduct nor of unequal or unfair treatment. Where these occur, KAPI will speak out and will act.

