

DEFENSE INVESTIGATORS ASSOCIATION

BYLAWS

ARTICLE I

NAME AND PLACE OF BUSINESS-AREA

- Section 1:** **CORPORATION NAME:** The name of this corporation shall be DEFENSE INVESTIGATORS ASSOCIATION, as stated in the Articles of Incorporation.
- Section 2:** **PRINCIPAL OFFICE:** The principal office for the transaction of business of this corporation shall be at such address in the State of California as designated by the current President.
- Section 3:** **REGIONS:** The state area shall consist of two regions: the Northern Region shall consist of the northern counties and the Southern Region shall consist of the southern counties.
- Section 4:** **REGIONS DEFINED:** The Southern counties shall consist of Kern, Imperial, Los Angeles, Orange, Riverside, San Bernardino, San Diego, San Luis Obispo, Santa Barbara and Ventura counties. All other counties shall comprise the Northern Region.

ARTICLE II

MEMBERSHIP AND DUES

- Section 1:** **MEMBERSHIP:** The membership of this corporation shall consist of active members, retired members, honorary members and associate members as those terms are hereinafter stated.
- Section 2:** **ACTIVE MEMBERS:** All persons actively engaged in the investigation for defense of persons charged with offenses under federal, state, county, or local laws and who are employed full-time by a Public Defender's Office and/or other individuals or agencies deemed appropriate by a majority vote of the Board of Directors are eligible to apply for active membership in this corporation.

- Section 3: RETIRED MEMBERS:** Retired members who have been active members of the corporation or who have retired from an office engaged in defense investigation, as set forth in Section 2 hereof, may apply to the Board of Directors to become retired members of the corporation. Retired members shall not have a vote nor be eligible to be officers of the corporation, but shall have all other rights and responsibilities of membership.
- Section 4: HONORARY MEMBERS:** All persons distinguished for public service or eminence in the field of defense investigation may be elected to honorary membership by a majority vote of the Board of Directors. Honorary members shall not have a vote nor be eligible to be officers of the corporation, but shall have all other rights of membership.
- Section 5: ASSOCIATE MEMBERS:** All persons meeting the requirement of Section 2 and employed outside of the state of California; and private investigators and other whose principal and majority duty is criminal defense are eligible to apply for associate membership in this corporation. Associate members shall not have a vote nor be eligible to be officers of the corporation, but shall have all other rights and responsibilities of membership.
- Section 6: ADMISSION TO MEMBERSHIP:** Any person desiring to become a member of the corporation shall file with the Secretary a written application for membership in such form as may be prescribed by the Board of Directors. Upon presentation of an application for membership, the applicant shall pay the full annual dues.
- Section 7: ADMISSION FEE AND DUES:** There shall be no admission fee. The annual dues of active members shall be an amount designated by the Board of Directors and payable per calendar year. The Board of Directors shall have the power to remit or waive dues of any member or members, in whole or in part, or to impose other fees and assessments. A special assessment for future legislation attempts not to exceed \$25.00 can be assessed by ballot of the membership of this corporation.
- Section 8: CERTIFICATE OF MEMBERSHIP:** A certificate of membership in such form as shall be prescribed by the Board of Directors shall be issued annually to each member upon payment of annual dues.
- Section 9: FAILURE TO PAY DUES:** Any member failing to pay annual dues within three months after the same becomes due may be suspended by the Board of Directors after 15 days written notice, and shall be reinstated upon payment of dues or upon readmission by the Board of Directors.

**ARTICLE III
MEETINGS OF THE CORPORATION**

Section 1: **ANNUAL MEETING:** The Corporation shall hold an annual meeting also known as the annual seminar. The time, date, and location shall be determined by the Board of Directors.

The Association will waive conference registration fees for any Board Member or Officer who attends and works at any DIA Conference with the approval of the Board of Directors. *[Amended November 1992, May 1999, and June 2017]*

Section 2: *[Deleted June 2017]*

Section 3: **SPECIAL MEETINGS:** The Association shall hold special meetings of members upon call of the President or the Board of Directors or upon written request therefore signed by twenty percent of the members of the corporation.

Section 4: **PRESIDING OFFICERS:** At all meetings of the corporation, the President, or in the President's absence, the Vice President, or in their absence, any member selected by the majority of members present, shall preside.

Section 5: **NOTICES:** Notices of all meetings shall be given by the Secretary to each member of the corporation as it appears on the books of the corporation at least seven days before the date of said meeting. Notices of the annual seminar meeting shall be given at least sixty days prior to the date of said meeting. *[Amended June 2017]*

Section 6: **QUORUM:** Twenty percent of the active membership must be physically present to constitute a quorum for the conducting of business at any meeting of the corporation. *[Amended June 2017]*

Section 7: **VOTING BY PROXY:** Voting by proxy shall be permitted by a written proxy signed by the active member so voting, executed to an active member eligible to vote, upon a form such as prescribed by the Board of Directors. No conditions set forth in any proxy are binding on the corporation.

Section 8: **RULES FOR ORDER:** Except as otherwise provided by these Bylaws, the meetings of the corporation shall be conducted in accordance with Robert's Rules of Order. At all meetings, the order of business shall be that as prescribed by the presiding officer.

**ARTICLE IV
OFFICERS AND DIRECTORS**

- Section 1: OFFICERS:** The Corporation shall have the following officers: President, Vice President, Secretary/Treasurer.
- Section 2: BOARD OF DIRECTORS:** The Board of Directors shall comprise twelve active members of the corporation: six members from the southern region and six members from the northern region. The immediate past president is an ex-officio member of the Board of Directors. The Board of Directors shall, at their first meeting after their installation, appoint the Chairpersons of various committees, and such other officers as the Bylaws may require. These officers shall have qualifications as the Board shall, from time to time, determine.
- Section 2.5: BOARD OF DIRECTORS COMPOSITION:** There are 12 members of the Board and 3 Officers. No more than 7 of the 15 voting positions of the Board of Directors shall be held by members from one county. *[Added June 2017]*
- Section 3: EXECUTIVE SECRETARY:** An Executive Secretary may be appointed by the Board of Directors. It shall be the duty of the Executive Secretary to perform the responsibilities delegated by the Board of Directors. The Executive Secretary shall serve at the discretion of the Board of Directors.
- Section 3.5: EXECUTIVE TREASURER:** An Executive Treasurer may be appointed by the Board of Directors. Once appointed, the Executive Treasurer shall serve at the discretion of the Board of Directors. It shall be the duty of the Executive Treasurer to perform the responsibilities delegated by the Board of Directors. *[Added June 2011]*
- Section 4: VACANCIES:** Vacancies in any office or in the position of director shall be filled by the Board of Directors of Presidential appointment, subject to the approval of the Board of Directors and any officer or director so appointed shall hold office until the election and installation of a successor.
- Section 5: ELIGIBILITY:** In order to be eligible to hold office or be a member of the Board of Directors the following shall be adhered to: the individual must be a member of the Defense Investigators Association for a minimum of one year and the individual must be a member in good standing with current dues paid.
- Section 5.5: OFFICER ELIGIBILITY:** In order to be eligible to be an officer on the Board of Directors, the individual must have served as a member of the Board of Directors for a minimum of one year. *[Added June 2017]*

Section 6: **TERMS OF OFFICERS:** Terms of office for Officers and Directors shall be two years. *[Amended June 2017]*

ARTICLE V ELECTIONS

Section 1: **BIANNUAL ELECTION:** The Corporation shall hold a biannual election for the election of officers and directors of the corporation which shall be completed by the last day of the annual meeting/seminar on which it falls.
[Amended June 2017]

Section 2: **NOMINATIONS:** Nominations for Officers and Directors may be made by any member of the corporation by presenting such nomination in writing to the nomination committee at least one month before the biannual election. The nomination for President with Secretary/Treasurer and the nomination for Vice President shall be alternated each year from the Southern to the Northern region and vice versa. The President and Secretary/Treasurer shall be nominated from the same region.

Section 3: **BALLOTS:** A ballot containing the names of the nominees for each office with a blank "write-in" space after each office and with the names of all nominees for the position of Director, the latter shall be placed in alphabetical order in a column with a number of write-in spaces immediately following the last name, equal to the number of Directors to be elected, shall be furnished to each member eligible to vote, no later than one week before the election. Except as herein provided, the ballot shall be in such form and shall contain such instruction as may be prescribed by the Board of Directors. Each member shall be entitled to vote for a nominee for each office and for each position of Director to be filled at the election or to write in the name of an eligible member of the corporation.

Section 4: **ELECTIONS:** All active members of the corporation shall have the right to vote for nominees named on the ballot or for any qualified active member of the corporation whose name may be written on the ballot. Ballots must be returned to the secretary no later than 4 P.M. on the first full day of the annual meeting/seminar, at which time the voting shall cease and the polls close. A plurality of the votes cast shall elect. In case of a tie vote, a subsequent ballot shall be taken.

**ARTICLE VI
BOARD OF DIRECTORS**

Section 1: POWERS AND DUTIES: The Board of Directors shall manage the affairs of the corporation subject to and in accordance with the Articles of Incorporation and these Bylaws. All appropriation of funds of the corporation must be approved by the Board of Directors unless ordered by a two-thirds vote of those voting at a regular meeting.

Section 2: MEETINGS: The Board of Directors shall hold regular meetings at the discretion of the Board of Directors. The Association at the discretion of the Board of Directors will reimburse reasonable travel and lodging expenses for any Board member or Officer who attends a Board meeting which requires an out-of-town, overnight stay, provided the treasury is not below \$8,000. *[Amended May 1999 and June 2017]*

Section 3: ADDITIONAL DUTIES OF PRESIDENT AND VICE PRESIDENT: It shall be the additional duty of the President and Vice President to act as chairperson of their respective regions of the Board of Directors meetings.

Section 4: SECRETARY/TREASURER: It shall be duty of the Secretary/Treasurer to keep a record of the proceedings of all meetings of the corporation and of the Board of Directors, or the President. The Secretary/Treasurer shall give notices of meetings, keep a record of the names and addresses of all members, showing the dates when they became members and the cause and date of termination of membership of such person who shall cease to be members.

The Secretary/Treasurer shall collect and take charge of, and under the direction of the Board shall disburse all funds of the corporation. The Secretary/Treasurer shall keep regular accounts in books belonging to the corporations which shall be open to inspection by any member of the corporation during usual business hours. At the annual meeting, the Secretary/Treasurer shall make a full report of the receipts and disbursements of the past year, suitably classified and of all outstanding obligations of the corporation with an estimate of the resources and probably expenses of the coming year; and the Secretary/Treasurer may make any suggestions pertinent thereto deemed proper.

The Secretary/Treasurer accounts shall be audited at the close of the fiscal year by a committee of three members appointed by the President. The Secretary/Treasurer shall perform such other duties as may be assigned by the corporation, the Board of Directors, or the President. *[Amended May 2013]*

**ARTICLE VII
COMMITTEES**

Section 1: STANDING COMMITTEES: The Corporation shall have such standing committees as deemed necessary by the Board of Directors for the functioning of the corporation. The committees shall be composed of such number of members as the President shall determine.

The committees shall be appointed annually by the President with the advice and consent of the Board of Directors as soon after the President's election to office as is practicable, and shall continue in office until successors are appointed. The Board of Directors may, from time to time, designate other standing committees and may direct disbandment or discontinuance of any standing or special committee and may establish sections of the corporation and delegate to any committee or section all or any of the functions of any standing or special committee of the corporation.

Section 2: COMMITTEE POWERS: Each committee shall have power to fix its own times and places of meetings, and to adopt rules for its own government and course of proceedings consistent with the articles of incorporation proceedings. A majority shall constitute a quorum at meetings of committees.

Section 3: DEFENSE INVESTIGATOR TRAINING ACADEMY (DITA): The President shall appoint DITA committee chairs, and they shall be confirmed by the Board of Directors. Appointed Committee Chairs shall be responsible for the direction of DITA's classes, finances, and bank accounts. The DITA committee is to provide regular accounting to the Board of Directors. The DITA committee chairs shall appoint committee members. *[Added June 2017]*

**ARTICLE VIII
BANK ACCOUNTS**

Section 1: BANK ACCOUNTS: The Board of Directors may open such accounts as the corporation may require, including custodian accounts, in such banking institutions as it may select, in which the funds and securities under its control may be deposited.

Section 2: AUTHORIZING SIGNATURES: All checks, drafts, orders for payment of money, or other orders upon such accounts shall be signed by such officers or agents as the Board of Directors may designate.

**ARTICLE IX
ENDOWMENT**

Section 1: **ENDOWMENTS:** The Board of Directors may adopt any convenient means whereby gifts, donations, bequests, and devises from members and others to be used in furthering the activities and objectives of the corporation may be received and administered.

**ARTICLE X
AMENDMENT**

Section 1: **AMENDMENTS:** These Bylaws may be amended at any annual or special assembly of members by a majority vote of active members present in person provided that the notice of such assembly shall set forth either the text of the proposed amendment(s) or a statement of the subject thereof and the reasons thereof.

Section 2: **MAIL VOTING:** These Bylaws may be amended by a mail vote provided that the text of the proposed amendment and the reasons thereof shall be set forth in the submission of the proposal and provided that no amendment may be adopted unless the number of votes cast shall be the majority of the active members casting votes.

DIA Bylaws, A Brief History:

Article II section 5 amended by vote of the Membership, May 1997

Article IV section 3.5 approved by vote of the Membership June 2011

Article III section 1, 2, 5, 6 / Article IV section 2.5, 5.5, 6 / Article V / Article VI section 2 / Article VII section 3 approved by vote of the Membership June 2017