BYLAWS OF TEXAS ASSOCIATION OF LICENSED INVESTIGATORS, INC.
Effective: October 25, 2026

ARTICLE I – OFFICES AND PURPOSE

Section 1.1 Registered Office and Agent.

The registered office and registered agent shall be reported to the Texas Secretary of State. Either may be changed by resolution of the Board of Directors with appropriate filing.

Section 1.2 Principal Office.

The Principal Office shall be designated by the Board of Directors.
The Corporation may maintain additional offices as the Board of Directors determines.

Section 1.3 Purpose.

The purpose of the Corporation is to promote and encourage professionalism of licensed private investigators in Texas through education, legislative advocacy, training, and fellowship.

ARTICLE II – DEFINITIONS

Unless the context requires otherwise, the following terms have the meanings set forth below:

- **"Active Member"** means a voting member who holds a current license or registration issued by the Texas Department of Public Safety Private Security Bureau (or its successor) as a private investigator or private investigations company owner, manager, or employee.
- **"Board"** means the Board of Directors of the Corporation.
- **"Corporation"** is Texas Association of Licensed Investigators, Inc.
- **"Good Standing"** means a member who is current on dues and not under suspension or expulsion.
- **"In Writing"** includes electronic communication (e.g., email) that provides a record of transmission and receipt.
- **"Licensing Agency"** means the Texas Department of Public Safety Private Security Bureau or any successor agency responsible for licensing private investigators in Texas.

- **"Voting Member"** means a member entitled to one vote under these Bylaws (currently Active, Honorary, and Lifetime Members).

ARTICLE III – MEMBERSHIP

Section 3.1 Classes of Membership.

The Corporation shall have the following classes of membership with rights as indicated:

Class	Voting	Eligible to Hold Office	Eligible for Lifetime Membership	Dues Required	Primary Qualifications
Active	Yes	Yes	Yes	Yes	Texas licensed private investigator or investigative company in good standing
Affiliate	No	No	No	Yes	Investigative capacity in private industry or government
Associate	No	No	No	Yes	Licensed private investigator residing outside Texas (or equivalent verification)
Associate Vendor	No	No	No	Yes	Provides products/services to the industry
Corporate Member	No	No	No	Yes	Licensed private investigative company in Texas; bundled option for multiple licensed individuals under one company license
Honorary	Yes	Yes	No	No	Granted by Board for one year

Lifetime	Yes	Yes	N/A	No	20 consecutive years of membership with no lapse in renewal
Senior	No	No	No	Yes	Retired Texas-licensed private investigator after age 62
Student	No	No	No	Yes	Enrolled in an accredited program, not Texas licensed

Section 3.2 Qualifications, Application Procedures, Dues, Benefits, and Operational Details.
Qualifications, application procedures, dues, benefits, and all other operational details for each class shall be established by policy adopted and amended from time to time by the Board of Directors.

Section 3.3 Termination of Membership.
Membership may be suspended or terminated by the Board (51% vote) or by the voting members at the Annual Members' Meeting (majority vote) for cause after notice and opportunity for hearing. Cause includes, without limitation, felony convictions, certain misdemeanor convictions, loss of good standing with the licensing agency, or conduct contrary to the best interests of the Corporation.

Section 3.4 Appeal.
A terminated member may appeal to an Expulsion Appeals Committee at the next Annual Members' Meeting. The committee shall consist of five Active voting members as follows:

Two appointed by the appellant
Two appointed by the Board
One appointed by the President to serve as chair

The committee's decision is final.

Section 3.5 Resignation and Reinstatement.
Any member may resign in writing. Reinstatement of former members shall be by Board approval (51% vote) on such terms as the Board deems appropriate.

Section 3.6 Transfer.
Membership is not transferable except that Associate Vendor members may change their designated representative no more than twice per year.

ARTICLE IV - MEETINGS OF MEMBERS

Section 4.1 Annual Meeting.
An annual meeting of the members shall be held at a time and place, physical or electronic, set by the Board of Directors.

Section 4.2 Special Meetings.
Special meetings may be called by the President, the Board of Directors, or by written demand of members holding at least one-tenth of the votes entitled to be cast.

Section 4.3 Notice.
Notice of any membership meeting shall be given not less than 10 nor more than 90 days in advance by mail, email, as part of another association communication, or any method reasonably calculated to reach members.

Section 4.4 Quorum.
One-tenth of the votes entitled to be cast, represented in person, shall constitute a quorum. Once a quorum is present, business may continue until adjournment despite withdrawal of members.

Section 4.5 Voting.
Each voting member shall have one vote. Voting may be in person or electronically, as determined by the Board. A majority of votes cast decides all questions unless a greater vote is required by law or these Bylaws.

Section 4.6 Action Without Meeting.
Any action required or permitted at a members' meeting, except Bylaw revisions, may be taken without a meeting if approved in writing, including electronically, by the number of voting members that would be required at a meeting.

ARTICLE V – BOARD OF DIRECTORS

Section 5.1 Powers.

The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors.

Section 5.2 Number and Composition.
The Board shall consist of one Regional Director for each region identified by the Board of Directors and not less than three At-Large Directors, one of whom shall be the President and one of whom shall be the President-Elect. All directors must be Active members in good standing and Texas residents. The Board may increase or decrease the total number of directors or the number of regions by resolution at any time, provided the minimum composition is maintained. The Board shall elect the Secretary and the Treasurer from among the elected directors.

Section 5.3 Qualifications.

- Minimum one year of consecutive Active membership immediately prior to taking office.
- For President-Elect: minimum one term of prior service on the Board.
- Only one person licensed/registered under the same company may serve on the Board at one time.

Section 5.4 Election and Terms.

5.4.1 Election

- Regional Directors are elected by Active members whose dues billing address is in the region.
- At-Large Directors are elected by all voting members.
- Elections shall be by electronic ballot or other equitable method as determined by the Board of the voting members.
- Nominations, campaign procedures, and election timelines shall be established by Board policy.

5.4.2 Terms

- Directors shall serve staggered two-year terms.
- The President-Elect automatically ascends to President at the end of the President's term.

Section 5.5 Vacancies.

Vacancies shall be filled by the President's nominee with majority approval of the remaining directors for the unexpired term.

Section 5.7 Removal.
A director may be removed with or without cause:

a. If by the membership: The vote required to elect the director plus one, or
b. If by the Board: 66% of the remaining directors.

Section 5.8 Meetings.

- Regular and special meetings may be held in person or by any electronic means allowing simultaneous communication.
- Notice, quorum, and voting procedures shall be governed by Board policy.
- All Board meetings are open to the membership unless the Board votes to enter Executive Session for legally permissible reasons.

Section 5.9 Action Without Meeting.
Action may be taken without a meeting if all directors consent in writing, including email.

Section 5.10 Quorum and Voting.
A majority of directors constitutes a quorum. The act of a majority of directors present at a meeting at which a quorum is present is the act of the Board.

Section 5.11 Compensation.
Directors shall serve without compensation but may be reimbursed for reasonable expenses under policies adopted by the Board.

ARTICLE VI - OFFICERS

Section 6.1 Officers.
The officers shall be President, President-Elect, Secretary, and Treasurer, plus such others as the Board designates.

Section 6.2 Duties.

President – Chief executive; presides at meeting; ex-officio member of all committees.

President-Elect – Assumes duties of President if needed; succeeds to President.
Secretary – Keeps minutes and membership records; gives notices.
Treasurer – Oversees finances and financial reporting.

Detailed duties may be established by Board resolution.

ARTICLE VII - COMMITTEES

Section 7.1 Creation and Authority.

The Board or the voting members may create committees and delegate authority to the extent permitted by law. Committee policies, procedures, and membership shall be governed by Board policy.

Section 7.1 Transparency.

All committees shall conduct their business in a manner transparent to the Board of Directors. Committee chairs shall provide full reports of committee activities, discussions, and actions to the Board at least quarterly, or more frequently if requested by the President or the Board.

ARTICLE VIII - MISCELLANEOUS

Section 8.1 Fiscal Year.

The fiscal year shall be fixed on a calendar year.

Section 8.2 Books and Records.

The Corporation shall keep correct and complete books and records as required by law.

Section 8.3 Indemnification and Insurance.

The Corporation shall indemnify directors, officers, and agents to the fullest extent permitted by Texas law and may purchase insurance for such purpose.

Section 8.4 Governing Law

These Bylaws shall be governed by the Texas Business Organizations Code. In case of conflict, the Articles of Incorporation control these Bylaws, and applicable law controls both.

Section 8.5 Amendments

These Bylaws may be amended or repealed, and new Bylaws adopted, by majority vote of the voting members present at any Annual Members' Meeting or special meeting called for that purpose, provided the proposed changes have been distributed to the membership at least 30 days in advance.

Adopted by the voting membership on _____.

President:

_____

Secretary:

_____