

INTELLENET LIMITED BYLAWS

PREAMBLE

This International Intelligence Network is a not for profit association, formed to provide a means of identifying qualified, reliable individuals who have the particular skills needed to accomplish assignments related to the private investigation and security fields. Formerly known as INTELNET the association shall hereafter be known as INTELLENET LIMITED. Knowledge, capabilities, requisite experience and reputation of the INTELLENET member(s) being contacted are deemed essential to the professional and ethical completion of each assignment. The contacting member can thus expect that the task will be properly carried out, suitably completed and adequately reported, based on the INTELLENET membership qualifications and requirements as set forth in ARTICLE III-MEMBERSHIP. A roster and skills matrix will be made available to all INTELLENET members based on the information supplied by the members at the time of their application to INTELLENET, and verified by a member or members in compliance with ARTICLE III. Nothing in these Bylaws is intended to limit any member's choice of who to contact to accomplish a specific task, including the selection of non-members. Members are encouraged to explore the widest range of available sources, in all cases.

To sustain the capabilities of the members and foster the best interests of the private investigation and security field, and to keep abreast of the technical, regulatory and other developments, INTELLENET will sponsor and conduct an annual seminar per ARTICLE VI. The seminar will be open to members and non-members and will be presented at cost to the attendees.

ARTICLE I - GENERAL

No member shall be paid a stipend for serving in any appointed capacity. The Executive Director or any officer of the Board of Directors is authorized to be reimbursed for any legitimate expense incurred by the member serving in an official capacity.

An Executive Assistant may be retained to assist the Executive Director in the performance of the duties of that office. This employee shall be paid a fee to be negotiated at the time of hiring and may be re-negotiated annually subject to the approval of a majority of the Board of Directors. The specific duties of the Executive Assistant shall be set forth in a job description, maintained by the Executive Director.

ARTICLE II - OFFICES

The principal office of INTELLENET shall be located at an address chosen by the current Executive Director.

ARTICLE III - MEMBERSHIP

Section 1. General Membership

The general membership of INTELLENET shall consist of private investigators and security consultants, with a minimum of 10 years' experience, licensed in those jurisdictions where licensing is required, and in good standing, in all cases. Failure to maintain a license in those states requiring a license or to remain in good standing in any other jurisdiction where the member practices will result in automatic immediate

termination of affiliation with INTELLENET.

Applicants may be recommended by an INTELLENET member and the recommendation shall be based upon the known integrity, honesty, capability and reliability of the recommended party. Alternatively, an applicant may self-nominate, but such applicant will be subjected to the same criteria as a recommended candidate. A screening process, which will include public record checks regarding the applicant in the jurisdictions where there is no state licensing requirement and where the applicant has resided for the last two (2) years and an interview of references will be the minimum requirement. An application fee shall be paid to offset the costs commensurate with the process indicated. Compliance with the INTELLENET Code of Ethical Standards and Conduct, a copy of which is furnished with membership status, is required.

It is to be understood that membership in INTELLENET is exclusive to an individual.

Membership dues shall be required by the association, which will be used to cover reproduction, mailing costs and other annual operating expenses. The dues is to be established by the Board of Directors, and is subject to change, based upon the best estimate of annual administrative and logistical costs. Dues are paid in U.S. currency every year.

Members, delinquent one year in the payment of dues may be removed from membership. A reinstatement fee may be assessed upon request for renewal of membership.

Section 2. Special Memberships

In addition to the general members, described above, INTELLENET encourages the involvement of certain source agencies and prospective client organizations. These individuals, companies or entities shall be listed as Supplemental Support List members and Distribution List members. The supplemental support list will include members with the specialties and expertise of those that are often required by and always available to our general members when needed. The Distribution list contains the names of entities, identified as potential clients who may call upon association members for assistance in the pursuit of investigations.

Section 3. Lifetime Membership

Lifetime membership is a unique and special honor. It is anticipated that few such memberships will be awarded and that specific guidelines should be established for that purpose. Therefore, the INTELLENET publication, *LIFETIME MEMBERSHIP AWARDS*, has been approved by the Board of Directors and is incorporated by reference as a part of these Bylaws.

Section 4. Termination

As required in this article, **Section 1** above, each and all general members agree to be governed by the INTELLENET Code of Ethical Standards and Conduct, set forth in a separate directive, and are subject to termination for violation of the canons of that code or for non-payment of the annual fee. Members may terminate of their own volition but the paid fee will not be returned.

Section 5. Reinstatement

A former member (Petitioner) who resigned of his or her own volition and subsequently requests reinstatement may be reinstated at the discretion of the

Executive Director, who will request input from the membership as to the petitioner's qualifications. This action may be initiated through the Association online listserve, via facsimile, or by mail at any time. As in the case of new membership applications, the petitioner may be required to re-submit a copy of authorization to practice within the petitioner's jurisdiction if that jurisdiction requires licensing and proof of insurance. The pre-screening process and public records check shall not be required unless deemed necessary due to possible disqualifying information developed subsequent to original membership status. In the announcement of reinstatement, the Executive Director may include any appropriate comments or recommendations, i.e. the presence of other members at the current location of the petitioner; or the present attitude or known business pursuits of the petitioner.

The petitioner may be assessed a reinstatement fee as well as the normal annual membership assessment.

ARTICLE IV - OFFICERS & DIRECTORS

Section 1a. Officers

1. The Executive Director: The Executive Director shall be chosen from among the general membership. This officer will be the chairperson of the Board of Directors.
2. The Assistant Executive Director: An Assistant Executive Director may be appointed by the Executive Director, by and with the consent of the Board of Directors, to assist the Executive Director in the performance of the duties of the office of Executive Director.
3. The Secretary & Treasurer: One or two members of the Board of Directors will be appointed to perform the duties of Secretary and Treasurer. These offices may or may not be combined.
4. If appointed, an Assistant Secretary of the association shall be designated as an officer of the association and member of the Board of Directors.

Section 1b. Directors

1. The Board of Directors: Members of the board of directors, with duties as set forth in ARTICLE V - BOARDS will consist of the association officers, and Board Members at Large, **the** total of which should not exceed 15 members. Non-voting members, if any appointed and approved by the Board for specific purposes, shall not be considered among the 15 voting Board of Directors.

Section 2. Terms of Office

- a. The Executive Director shall hold office at the pleasure of the Board of Directors, but not to exceed 7 years unless continued in office thereafter by the Board of Directors on a year-by-year basis.
- b. An Assistant Executive Director may be appointed by the Executive Director, with the consent of the majority of the Board of Directors and may be re-appointed as often as that member shall agree to serve.
- c. The Secretary and Treasurer of the Board shall be appointed to those offices by the Executive Director, with the consent of the majority of the Board and may be reappointed as often as the appointees shall agree to serve.
- d. Members of the Board of Directors shall be appointed by the Executive Director subject to Board approval. The member is eligible to serve for a five-year term. The

term of office for Board Members may be extended by the Executive Director at his or her discretion.

Section 3. Candidate Qualifications

Candidates for all offices shall be members of INTELLENET and no other qualifications shall be imposed.

Section 4. Duties

- a. The Executive Director shall be responsible for the promotion, growth and general welfare of this association and its members. The establishment of Boards and Committees deemed necessary for the carrying out of the intent and purpose of INTELLENET and the appointment of members to those Boards and Committees are among the duties of the Executive Director. This officer may establish as many Boards and Committees as he or she deems necessary and is an ex officio member of all such entities.
- b. The Assistant Executive Director shall be responsible to assume the duties of the Executive Director at the direction of the Executive Director or in the event of the incapacity or unavailability of the Executive Director, for whatever reason.
- c. The Secretary of the Board shall be responsible to see that all of the deliberations of the Board are published for the edification of all association members and that significant decisions are reported at the annual convention or on the listserve, INTELLENET-L and when appropriate INTELLENET-D. The Secretary will maintain the official Bylaws and Code of Ethical Standards and conduct for the association. These original signed documents will be available to the Executive Director as and when needed. The Treasurer shall be responsible to maintain the accounts of the Board and to see to the generation of the necessary reports to inform the membership of the financial status of the association. The Secretary-Treasurer or Secretary and Treasurer may designate another member of the Board to prepare and deliver these reports in those instances where either is unable to attend a meeting of the Board or a convention.
- d. The Chairperson of the Board of Directors shall be the Executive Director, who will preside at all meetings of the Board and set the agenda for those meetings with advice and consent of the Board of Directors. This officer shall be responsible to see that all members make an effort to attend all meetings, which these meetings convene in such places and at such times as may accommodate the majority of the members of the Board, and that Board members perform such duties as are assigned to them.
- e. Members of the Board of Directors, as is true of any INTELLENET Board or Committee, shall serve in good faith and be present at every required meeting possible. They shall contribute their best judgment to the deliberations of the Board and promote the purpose of the association to the best of their ability.

ARTICLE V - BOARDS

Section 1. Board of Directors

The Executive Director of INTELLENET will establish and preside over a Board of Directors, which consists of the association officers and at-large members, all of whom are appointed by the Executive Director, subject to approval by the existing Board. This Board will act as a governing body and will meet at the location of and immediately prior to the commencement of the annual conference. The Board will identify and conduct business essential to the continuing effectiveness and

professional ability of the association. The total number of Board members shall be 15. A quorum at any meeting shall be 50 percent plus one of the current Board.

Section 2. Arbitration Board

An Arbitration Board shall be appointed by the Executive Director and shall consist of five (5) persons chosen from among the general membership. The identity of these members will be known only to the Executive Director and Secretary of the association. They will not be known to each other or to any other member. Anonymity shall also cloak the identity of parties seeking or requiring arbitration. It is to assure the unbiased decision of this Board, that the non-disclosure factor must be strictly enforced. All members of the Arbitration Board agree to serve in secrecy and all members of INTELLENET agree to maintain the secrecy of their involvement in any dispute submitted for arbitration. A Compliance Officer appointed by the Executive Director shall prepare the dispute for arbitration, identifying the adversaries as Party A, Party B, and Party C or by other designations contrived to prevent identification. The return of at least three (3) of the opinions of the arbitration board will be deemed sufficient for the preparation of a decision by the Compliance Officer. It will be the responsibility of each member of the Arbitration Board to return his or her opinion as quickly as possible. In the opinions rendered by the Board, as in all legal or quasi-legal matters involving INTELLENET members, the Anglo-American rule of law, "innocent until proven guilty", shall prevail. All association members agree that the decisions of the Arbitration Board shall be binding. Any member affected by the decision of the Arbitration Board may request a rehearing based on information or evidence not available at the time of the original decision, or the member may appeal the decision to the Board of Directors. (See also Section X of The Code of Ethical Standards and Conduct.)

ARTICLE VI - DISAGREEMENTS & DISPUTES

Occasionally a matter may occur between/amongst members regarding disagreements or disputes that may be either personal or professional but have occurred within INTELLENET. The individuals involved should first attempt to privately resolve the issues before referring the matter for further inquiry. Protocol dictates that if the problem cannot be resolved between/amongst the members involved, it must then be referred to the Executive Director. If the dispute involves an Officer of the association or another member of the Board of Directors, it must be referred directly to the Executive Director.

INTELLENET members are professionals and are required to treat all members with respect and dignity and attempt to keep "private disagreements" out of the mainstream of everyday business. Any member having difficulty with another member should first attempt to resolve the problem privately before referring it to the Executive Director.

ARTICLE VII - SEMINARS

Section 1. Annual Convention

INTELLENET shall conduct a seminar once a year. The seminar will present current information and technology, state of the art developments, regulatory changes and any other matters of interest to the attendees. Recognized experts will be sought as presenters, with most coming from among INTELLENET ranks. Emphasis on the highest standards of ethical conduct, which is an integral part of the INTELLENET philosophy, will be a principal part of the seminar. The seminar shall be open to members and non-member colleagues.

Section 2. Regional Seminars

Seminars may be suggested, requested or sponsored by any member of INTELLENET. To be officially recognized by the association, proposed seminars should be submitted for approval to the Conference Committee, who will assist the member in every way possible to promote the success of the proposed seminar, seek official recognition by the Board of Directors and assure that all members are invited to attend by the publication of details on the INTELLENET website and in the pertinent INTELLENET listserves.

Section 3. Robert's Rules of Order

All meetings and assemblies of the association will be governed by procedures outlined in the "Robert's Rules of Order" except where they may be in conflict with these Bylaws.

ARTICLE VIII - PUBLICATIONS

Section 1. Bylaws

These are the Bylaws of INTELLENET LIMITED. All members are empowered to suggest changes to these Bylaws, at any time. The Bylaws and amendments shall be reported on the association website and a personal copy made available to any requesting member at the annual convention or by mail. Changes and corrections, which do not amount to content amendments will be announced at the annual meeting and published on the INTELLENET website and/or in the pertinent INTELLENET listserves. Copies of the changes will be provided to any member upon request.

Section 2. Code of Ethical Standards and Conduct

The INTELLENET Code of Ethical Standards and Conduct (The Code) will be submitted for the required approval of the Board of Directors. Amendments to the code must be approved by that body. Upon adoption of the code, all members shall be apprised thereof by publication on the association website and by presentation of a personal copy to each member. All new members shall be furnished a copy of these Bylaws and of The Code. The personal copy requirements may be accomplished by presentation on the appropriate INTELLENET listserves. Members shall be required to conduct their business affairs in accordance with the code.

Section 3. Listserves and Special Notices

The executive director shall appoint a Newsletter Editor to authorize the expenditure of funds required to make copies available to each investigative, support and distribution list member. It has been determined; however, that publication on the association website is sufficient to inform the members of timely events and newsworthy activity, provided that a timely notification of such publication is made to the membership. The Newsletter Editor will publish a Quarterly Newsletter. This publication will be posted on the Intellenet website and the membership will be so notified.

Section 4. Membership Directories

a. The Website Membership Directory, including the supplemental support list shall be published and updated as required. The Executive Director will cause a Briefcase Roster to be disseminated quarterly or more frequently if deemed necessary. This roster should contain the members by location and telephone numbers who can provide investigative services as well as the services provided by the Supplemental

Support List members. The Executive Director will also publish a Telephone/Email Roster – as extracted from the website, also quarterly. These two rosters should be published **alternately at** six-week intervals.

b. A listing of three (3) special skills and expertise of each regular member is desirable and space will be provided for such, on the website.

c. In addition, a directory known as The Briefcase Roster consisting of the name, city and state or city and country and one contact telephone number of each investigator member shall be maintained by a member of the association appointed by the Executive Director. This Roster shall be published quarterly on the associations "L" and "D" listserves.

ARTICLE IX - AMENDMENTS TO THESE BYLAWS

Bylaws amendments must be submitted in writing to the Board of Directors for debate. The association member suggesting the amendment must present the proposal to the Board at the meeting where the proposed amendment is to be considered, or he/she may delegate another member as presenter. All Board-approved amendments shall be provided to the general membership at the next annual convention, for adoption. Publication of amendments to these Bylaws will be as set forth in ARTICLE VII, Section 1, above.

Amended July 8, 2015