

**By-Laws of  
ORLANDO CHAPTER OF THE INTERNATIONAL ASSOCIATION OF  
SPECIAL INVESTIGATION UNITS, INC.  
A Florida Not-for-Profit Corporation**

Preface

This document shall be known as and hereafter referred to as the By-Laws of the Orlando Chapter of the International Association of Special Investigation Units, Inc., a Florida not-for-profit corporation.

**ARTICLE I: NAME**

The name of the organization shall be ORLANDO CHAPTER OF THE INTERNATIONAL ASSOCIATION OF SPECIAL INVESTIGATION UNITS, INC. (hereinafter referred to as “the Chapter”).

**ARTICLE II: PURPOSES**

The Chapter is formed to promote a coordinated effort within the insurance industry to combat fraud; to provide education and training for insurance investigators; to develop and promote a greater awareness of the insurance fraud problem; to encourage professional standards of conduct among insurance investigators; to support legislation which would act as a deterrent to the crime of insurance fraud; to promote a cooperative effort between the Chapter, law enforcement and prosecuting attorneys for the purpose of combating insurance fraud; and to conduct such other lawful educational and business activities as the Chapter shall hereafter deem appropriate in view of its not-for-profit corporate status.

**ARTICLE III: MEMBERSHIP**

(A) Definition. Membership shall only include members in current good standing of the International Association of Special Investigation Units (hereinafter referred to as “IASIU”).

(B) Application for Membership. Application for membership shall be made to the Board of Directors (hereinafter referred to as “the Board”), and admission to the Chapter shall be determined by a majority vote of the Board. The Board shall give due consideration to the applicant’s personal and professional standing in the community and other qualifications it deems applicable.

(C) Termination of Membership. Membership in the Chapter shall terminate by:

- (1) A member’s voluntary withdrawal, which shall be in writing to the Board;

(2) By a two-thirds majority vote of the Board, when it determines that any member has exhibited conduct inconsistent with the objectives and qualifications of the Chapter, ~~or has failed to make payments of dues or other obligations to the Chapter; or~~

Comment [21st1]: Proposed change 08/14/08

(3) When the member's primary function or responsibility no longer involves the investigation of suspect and/or fraudulent insurance claims.

Comment [21st2]: Proposed change 08/14/08

(D) Charter Members. Chapter members whose membership begins within sixty (60) days of the effective date of the Chapter's Articles of Incorporation shall be considered Charter Members of the Chapter.

(E) Voting.

(1) Each Chapter member shall have one (1) vote.

(2) Voting for the election of officers and directors shall be conducted by a written, secret ballot.

(3) Members not present for an election meeting may submit their ballots to the Election Committee prior to the election date. No ballots will be accepted after the formal election has been conducted.

#### **ARTICLE IV: OFFICERS**

The officers of the Chapter shall be a President, Vice President, Secretary, and Treasurer. No more than two (2) representatives of the National Crime Bureau (NICB), any insurance company, government agency or any other member organization may hold positions as officers at the same time.

#### **ARTICLE V: BOARD OF DIRECTORS**

The Board of Directors shall include ~~ten (10) members~~, five (5) of which shall include the President, Vice President, Secretary, Treasurer, and the outgoing President. The outgoing President shall serve by appointment for one (1) term only.

The initial directors are:

Kim Beatty  
Victoria Dillingham  
Dwane Dougherty  
Sandy Ferrer  
Mark Kiefner  
Barbara Lawson  
Steffanie Ridgetta  
Dexter Williams

Melanie Wood

The initial officers are:

Sandy Ferrer, President;  
Barbara Lawson, Vice President;  
Victoria Dillingham, Secretary; and  
Deanna Ricci, Treasurer.

#### **ARTICLE VI: TERMS OF OFFICE**

The initial directors shall serve a term that will expire on December 31, 2008. Subsequently, each officer or director shall hold office for two years from the time of their election.

#### **ARTICLE VII: VACANCIES**

In the event of a vacancy occurring among the officers or directors, the vacancy or vacancies shall be filled by appointment of the President. If the office of President becomes vacant, he or she shall be replaced by the Vice President, who shall, in turn, appoint a new Vice President. Such newly appointed officer or director shall assume office immediately and hold office until the next annual election, or for the remaining period of the unexpired term they may have assumed.

#### **ARTICLE VIII: ELECTION**

Nominations and elections for officers and directors shall occur at the meeting of the Chapter prior to the end of the officers' terms. Any member nominated by at least one other member is considered nominated for purposes of the nomination and election process. A majority vote of the members present is required for the election of an officer or director. Newly elected officers and directors shall take office immediately upon their election.

Each officer and director shall have exhibited a thorough knowledge of relevant subject areas prior to being elected.

#### **ARTICLE IX: COMMITTEE MEMBERS**

(A) Each committee chairperson shall be nominated by the President and elected with the approval of a majority vote of the remaining directors. The function of each committee will be dictated by the Board.

(1) There shall be five Standing Committees:

1. Membership/Election Committee
2. Award Committee

3. Legislation Committee
4. Law Enforcement/NICB Liaison Committee
5. Program and Training Committee

(2) The President may appoint any Special Committees deemed necessary by the President.

(B) The chairperson of each committee shall appoint as many members as deemed necessary to carry out the objectives of the particular committee.

#### **ARTICLE X: GOVERNMENT**

(A) Board of Directors. The government of the Chapter shall be vested in the Board of Directors. A majority of the directors shall constitute a quorum.

(B) Duties and Powers. The Board shall have the full power to initiate and transact all types of business necessary to the existence of the Chapter and the observance of the purposes as stated in Article II of these By-Laws. The Board shall have the general powers to direct, control, and supervise the affairs of the Chapter. The President of the Chapter shall serve as the Chairperson of the Board and shall only vote in the case of a tie. Unless otherwise stated in these By-laws, a simple majority of voting directors is necessary for the passage of any matter being put to a vote.

(C) President. The President shall be Chief Executive Officer of the Chapter and Chairperson of the Board. It shall be the President's responsibility to: supervise and coordinate the activities of the organization; preside at meetings of the Chapter and Board; appoint appropriate committees for the conduct of the activities of the Chapter; appoint officers and/or directors when vacancies arise; and nominate committee chairpersons pursuant to Article IX(A) of these By-Laws.

(D) Vice President. In the absence of the President the Vice President shall assume the duties and powers of the President.

(E) Secretary. The Secretary shall: keep the records and minutes of the Chapter; maintain a current roll of membership; retain possession of the Articles of Incorporation and By-Laws, along with all other documents of value; receive and acknowledge all communications addressed to the Chapter and its officers and directors; and complete any other special duties assigned by the President.

(F) Treasurer. The Treasurer shall be the depositor of Chapter funds. Funds shall only be disbursed as authorized and approved by the majority vote of the Board of Directors. The Treasurer shall make a complete reporting at the Chapter Meeting and to the Board of Directors at each Board Meeting.

#### **ARTICLE XI: MEETINGS**

(A) Regular Meetings. The Board shall determine the time and location of the regular meetings of the Chapter and inform the membership of such meetings. All members of the Chapter shall be given notice of any upcoming regular meeting, including any at which nominations and/or elections of officers and/or directors are to occur, by electronic mail at least thirty (30) days in advance of such meeting.

The Board shall conduct meetings at least four (4) times per year

Meetings shall be conducted according to Roberts Rules of Order.

(B) Special Meetings. Special meetings may be called by order of the Board. All members shall be given notice of any such special meeting by electronic mail at least seven (7) days in advance.

#### **ARTICLE XII: FINANCE**

(A) Fees and Dues. Fees and dues will be determined by a majority vote of the Board. Dues shall be submitted with each membership application and will not be pro-rated. Dues are payable the first meeting ~~after the completion of the dues process of the IASIU.~~

**Comment [21st3]:** Proposed change 08/14/08

(B) Fiscal Year. The fiscal year shall be January 1 through December 31.

(C) Grants. Any grant or financial aid received by the Chapter shall be handled within the terms set out by the donor. No grant or financial aid will be accepted that is not compatible with the goals or purposes of the Chapter. The Board will determine the acceptability of such grants.

#### **ARTICLE XIII: AMENDMENTS**

These By-Laws may be amended at any regular or special meeting of the Chapter by a vote of two-thirds (2/3) of the members present. The full and complete text, including titles and sub-titles, of any proposed amendment shall be distributed to each and every member of the Chapter at least thirty (30) days prior to the next regular or special meeting of the Chapter at which the vote on the amendment will occur.

**ARTICLE XIV: ADOPTION OF BY-LAWS**

Adopted by vote of the Chapter's initial Board of Directors on \_\_\_\_\_, 2007.

I, \_\_\_\_\_, as Secretary of the Orlando Chapter of the International Association of Special Investigative Units, hereby certify that this is a true and correct document as voted on by the Board of Directors on \_\_\_\_\_, 2007.

\_\_\_\_\_  
Secretary of the Orlando Chapter of the  
International Association of Special  
Investigative Units

Date \_\_\_\_\_

**AMENDMENTS TO IASIU ORLANDO CHAPTER BY-LAWS**

**1. ARTICLE II: PURPOSE:**

**DISSOLUTION** *(voted & adopted 04/10/08)*

If the Officers and Board of Directors, by majority vote, in addition to a consenting vote of two-thirds (2/3) of the members present at any regular or special meeting of the Chapter, determine to dissolve the Chapter, any remaining funds/assets of the Chapter shall be distributed to a fund, foundation or cooperation organized and operated exclusively for the purposes specified in Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code.

**2. ARTICLE V: BOARD OF DIRECTORS**

*(voted 06/26/08 & adopted effective 2008 election)*

The Board of Directors shall include eight (8) members, five (5) of which shall include the President, Vice President, Secretary, Treasurer, the outgoing President (if applicable) and three (3) Directors. The outgoing President shall serve by appointment for one (1) term only.

**3. ARTICLE III: MEMBERSHIP** *(voted & adopted 10/09/08)*

(2) By a two-thirds majority vote of the Board, when it determines that any member has exhibited conduct inconsistent with the objectives and qualifications of the Chapter.

(4) By the Chapter's Treasurer, who upon notifying the member of his/her failure to make payment of dues on or before April 30<sup>th</sup> or other financial obligations to the chapter, terminates that individual's membership.

**4. ARTICLE XII: FINANCE** *(voted & adopted 10/09/08)*

(A) Fees and Dues. Fees and dues will be determined by a majority vote of the Board. Dues shall be submitted with each membership application and will not be pro-rated. Dues are payable the first meeting.

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