CHAPTER FORMATION PACKAGE

STEP # 1 Contact IASIU Headquarters for a Chapter Formation Package.

STEP # 2 Recruit 10 IASIU members in good standing. This means their international dues are paid and they meet the membership definition requirements. Ideally, you may want 10 regular members. However, you may have a combination of no less than six regular members and up to four associate members.

STEP # 3 Complete the page entitled PETITION. Include each of the 10 IASIU members. Contact IASIU Headquarters @ ghaag@iasiu.org or (414)375-2992 ext. 1118 to confirm their member numbers and status. Remember to describe the geographical area to be represented by this chapter.

PETITION

We, the undersigned “Regular” members of the International Association of Special Investigation Units (International), hereby request permission to form and maintain a Chapter of the International, pursuant to, and in compliance with, Article VIII, of the International Constitution and Bylaws.

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<th>Signature</th>
<th>Membership #</th>
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Description of Geographical Area to be represented by this Chapter:

______________________________
______________________________

STEP # 4 Send an invitational email to the members in your locale to gauge the potential for members. Remember, you only need 10 members to form a chapter but you will want to alert all IASIU members in the area to build your chapter. It is the chapter’s responsibility to audit its membership list annually to ensure that chapter members are international members. The only exception is that law enforcement need not be international members.
CHAPTER FORMATION PACKAGE

STEP # 5 Obtain an attorney. In order to execute the non-profit, tax-exempt and corporation paperwork, you will need an attorney. Most chapters can count on help from attorneys in the defense field who can act as chapter counsel for future chapter business, meetings and general legal guidance.

STEP # 6 Form your Officers & Board of Directors. Your board must consist of four officers and three to seven directors plus counsel.

- Form your board from the original 10 members until you have an election.
- Call a meeting of all potential members (other than the original 10) and seek volunteers for the positions.

STEP # 7 Complete the document entitled BINDING LETTER OF AGREEMENT. Have the your chapter president, in the presence of a notary public, sign and date the Binding Letter of Agreement. Insert your chapter name below the signature.

BINDING LETTER OF AGREEMENT

This Binding Letter of Agreement is being issued by the Board of Directors of the International Association of Special Investigation Units (hereafter “International”).

Chapters of the International (hereafter “Chapter”) are, and should be considered, separate and autonomous entities.

1) BINDING AGREEMENT:

Upon written petition signed by at least ten (10) “Regular” International members in good standing, the International may authorize the formation of a Chapter of the International in any geographic area, to perform such functions and to exercise such right and powers as the International may determine consistent with the Constitution and Bylaws. Rules or regulations for the control, guidance or continuance of such Chapter may be enforced, fixes, or changed by the International.

2) INDEPENDENT FINANCIAL STATUS:

The Directors and Officers of the Chapters are solely responsible for the financial affairs of their Chapter.

The International, its Officers and Directors, will not review or audit the finances of any Chapter. Further, the International does not, and will not, provide insurance coverage for any Chapter.

3) TAX EXEMPT STATUS:

The Chapter is not permitted to use the Federal Tax Exemption number issued to the International.

BINDING LETTER OF AGREEMENT

4) INDEMNIFICATION:

The International will not indemnify or hold harmless the Chapter for any negligence or breach of contract. Moreover, the Chapter of the International is required to indemnify and hold harmless the International for any and all claims, causes of action, demands, or costs arising directly or indirectly from the negligence of the Chapter, its Directors and/or Officers.

5) AUTHORITY TO BIND INTERNATIONAL:

The International does not grant any implied, express, or apparent authority to the Chapter to bind the International in any way, shape, or fashion.

6) MEMBERSHIP:

It is required that all members of the Chapter be members of, and maintain membership in the International.

Violation of any of the above stipulated items may subject the Chapter to revocation.

President, __________________________ Notary Public __________________________
(Chapter name) International Association of Special Investigation Units

Date __________________________ Commission Expires __________________________
CHAPTER FORMATION PACKAGE

STEP # 8  Complete the document entitled HOLD HARMLESS AGREEMENT. Have the chapter president, in the presence of a notary public, sign and date the Hold Harmless Agreement. Insert your chapter name where indicated.

HOLD HARMLESS AGREEMENT

I, by virtue of the authority vested in me as President of the
____________________  Chapter, Do hereby promise to promptly
indemnify and hold harmless the International Association of Special
Investigation Units, and its Officers and Directors, against any and all
causes of action, claims, demands, costs, losses, and attorney’s fees arising
directly, or indirectly, from any of the actions of the
____________________  Chapter or its Officers and Directors.

____________________  President,
(chapter name) International
Association of Special
Investigation Units

____________________  Notary Public

____________________  Date

____________________  Commission Expires

STEP # 9  Complete the page entitled LIST OF OFFICERS/DIRECTORS. Remember all officers and directors listed must be members of IASIU.

- Fill in your chapter name where indicated as part of the document title.
- List your four officers; President, Vice-President, Secretary and Treasurer.
- List at least three but no more than seven directors.
# CHAPTER FORMATION PACKAGE

## LIST OF OFFICERS/DIRECTORS
FOR __________ CHAPTER OF THE INTERNATIONAL ASSOCIATION OF SPECIAL INVESTIGATION UNITS

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<thead>
<tr>
<th>Position</th>
<th>Name</th>
<th>Company</th>
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INTERNATIONAL UNITS
CHAPTER FORMATION PACKAGE

STEP # 10 Complete the pages entitled BYLAWS OF CHAPTER IASIU.
Insert your chapter name where indicated or appropriate.

BYLAWS OF CHAPTER INTERNATIONAL ASSOCIATION OF SPECIAL INVESTIGATION UNITS, INC.

NAME: Chapter International Association of Special Investigation Units, Inc.

OFFICE OF THE CORPORATION:

a. The principal office for the transaction of the activities and the affairs of the Corporation is located at __________. The Board of Directors (hereinafter “Board”) may change the principal office from one location to another. Any change of location of the principal office shall be noted by the secretary on these bylaws opposite this section or this section may be amended to state the new location.

b. The Board may at any time establish branch or subordinate offices at any place of places where the Corporation is qualified to conduct its activities.

PURPOSES AND LIMITATIONS:

A. To promote coordinated effort within the industry to combat insurance fraud;
B. To provide education and training for insurance investigators;
C. To develop greater awareness of the problem;
D. To encourage high professional standards of conduct among insurance investigators; and
E. To support legislation which would act as a deterrent to the crime of insurance fraud.

This Corporation is organized exclusively for business league purposes within the meaning of Section 501 (c) (4) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law. Notwithstanding any other provisions of these Articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation nor carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501 (c) (6) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law.

MEMBERS

The Corporation shall have two classes of members designated as follows:

A. Regular membership shall include:
   1. Full-time employees of an insurance company, whose primary responsibility is the investigation or supervision of investigation of insurance fraud.
   2. An employee of a self-insured corporation who is employed and assigned to a Special Investigation Unit and whose primary purpose is the full-time investigation and supervision of investigations of insurance fraud. The individual and organization must be engaged in anti-fraud activities and must be in conformance with the goals and objectives of the Association. Provided, however, any such individual whose professional activities or personal background are considered adverse to the objectives and interests of the Association shall not be deemed eligible for membership.
   3. An agent, special agent of the National Insurance Crime Bureau (US), the Insurance Bureau of Canada, Lamplight AB (Sweden), the Danish Insurance Association (Denmark), Norwegian Insurance Federation (Norway), Finnish Motor Insurers’ Centre (Finland), or Finnish Insurance Federation (Finland).
B. Associate membership shall include:
   1. Local, state, federal, provincial, or similar governmental entities’ law enforcement officer, or prosecutor who is involved in, or provides special expertise or services for the investigation and/or prosecution of insurance fraud crime.
   2. A full-time investigator or investigations supervisor of a state insurance fraud bureau.
   3. Any employee of an insurance company or any employee of a government agency, the Finnish Insurance Companies Association, and the Society of Lloyd’s who is involved in, or provides special expertise or services for the investigation of insurance fraud, and who is endorsed in writing by a “Regular” member.
   4. Retiree Associate. Regular and Associate members that retire and are not currently

5. Third Party Administrator/General Agency Associate. Employees of TPA’s or General Agencies who are involved in, or provide special expertise or services for the investigation of insurance fraud, who is endorsed in writing by a “Regular” member. “Associate” membership shall be granted at the discretion of the Board of Directors. “Associate” members shall have the privileges of “Regular” members except they may not hold office and may be excluded from any business meeting by a majority vote of “Regular” members present.

6. Independent Associate
   a. Requirements for countries to allow Independent Associate status are: More than half of all IASIU Regular Members in the applicant country must petition IASIU to allow the issuance of Independent Associate status in their country. Those members must confirm in writing that in the majority of cases, the investigation of suspicious claims are assigned to personnel not employed by insurance companies. If there are three or fewer regular members in a country, these members can directly petition the IASIU Board of Directors for this status.
   b. The approval to grant Independent Associate status will rest with the IASIU Board of Directors and will require a majority vote of the IASIU Board.
   c. Independent Associate applicants must meet the following criteria:
      1. The Applicant is an employee of an independent adjusting company or licensed independent adjusting company. Within this organization, the Applicant must be specifically designated as an Insurance Fraud Investigator, Special Investigator, or other similar title.
      2. The Applicant cannot perform any services for any person or organization other than insurance companies or self-insurers. The primary focus of the Applicant’s job must be the investigation of insurance fraud.
      3. The Applicant must have at least 40 hours of formal education or training in the investigation of insurance fraud and related issues.
      4. The majority of the Applicant’s work must be in a country, or countries, that has received IASIU approval to offer Independent Associate status.
      5. The Applicant must meet all other applicable IASIU requirements and adhere to all applicable bylaws.
      6. The Applicant must agree that membership in IASIU and in their local chapter shall not be used for the marketing or promotion of the Applicant’s services, except for events that have a specified “vendor” area.
      7. The Applicant must be recommended in writing by at least two regular IASIU members.
   c. Charter membership shall include all individuals who became regular members prior to July 1, 1985.
   “Associate” members shall have the privileges of “regular” members except that they may not hold office and may be excluded from any business meeting by a majority vote of the “Regular” members present. The annual cost of dues for “Associate” membership shall be in accordance with guidelines established by the Board of Directors. “Associate” membership has no voting privileges.

Meeting of the members may be held at any place within or outside designated by the Board.

MEMBERSHIP

Admission to membership shall be determined by the Board of Directors pursuant to the International Association of Special Investigation Units constitution and bylaws.

TERMINATION OF MEMBERSHIP

Membership in the Corporation shall terminate by:

1) A member’s voluntary withdrawal;
2) By a two-thirds majority vote of the Board of Directors when the Board, in its discretion determines that any member has exhibited conduct inconsistent with the objectives and qualifications of the Association;
3) When the member is no longer eligible for membership in the International Association of Special Investigation Units; or
CHAPTER FORMATION PACKAGE

4) By the Corporation Treasurer, who upon notifying the member of his failure to make payment of dues or other obligations to the Association, has the power to terminate that individual’s membership.

ELECTION OF DIRECTORS

Nominations for Officers and members of the Board of Directors shall be made in person or by proxy at the July meeting association.

Elections shall be held at the July meeting of the Corporation.

DIRECTORS:

Powers: Subject to the provisions and limitations of state law and any other applicable laws, and subject to any limitation of the Articles of Incorporation or bylaws regarding actions that require approval of the members, the Corporation activities and affairs shall be managed and all Corporate powers shall be exercised by or under the direction of the Board. Without prejudice to these general powers, but subject to the same limitations, the directors shall have the power to:

1) Appoint and remove, at the pleasure of the Board all of the Corporation’s officers, agents, and employees; prescribe powers and duties for them that are consistent with the law, with the Articles of Incorporation, and with the bylaws and fix their compensation and require from them security for faithful performance of their duties.

2) Change the principal office from one location to another; cause the corporation to be qualified to conduct its activities in any other state, territory, dependency, or country or conduct its activities within or outside _______ state; and designate any place within or outside _______ state for holding any meeting of members.

3) Adopt and use a Corporate seal; prescribe the forms of membership certificates; and alter the forms of the seal and certificate.

4) With the membership’s approval, borrow money and incur indebtedness on behalf of the Corporation and cause it to be executed and delivered for the Corporation’s purposes, in the Corporation name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation’s, and other evidences of debt and securities.

5) Establish fees, dues and other financial obligations of members. Dues shall be initially submitted with each membership application and shall not be pro-rated.

Authorized Number and Qualifications of Directors: The Board of Directors shall consist of nine Directors until changed by amendment to these bylaws.

VACANCIES ON BOARD OF DIRECTORS:

Events Causing Vacancy: A vacancy or vacancies on the Board shall exist on the occurrence of the following: (a) The death or resignation of any Director; (b) the declaration by resolution of the Board of a vacancy in the office of a Director who has been declared of unsound mind by an order of court, or convicted of a felony; (c) the increase of the authorized number of Directors required to be elected; (d) the failure of a membership to elect the number of Directors required to be elected; or (e) three absences without just cause from meetings of the Board or a demonstrated failure to engage in such other Boards functions as may be designated by the Board action and notice to the Director at issue.

Resignations: Except as provided below, any director may resign by giving written notice to the Board. The resignation shall be effective when the notice is given unless it specifies a later time, the Board may elect a successor to take the office as of the date when the resignation becomes effective.

Filling Vacancies: Vacancies on the Board may be filled by the President of the corporation, or if the President vacates the Board, by the Vice President.

No reduction of the authorized number of Directors shall have the effect of removing any Director before the Director’s term of office expires.

DIRECTORS MEETINGS

Meetings of the Board shall be held at least four times per year (once per quarter), any place within or outside _____ (city/state), that has been designated by resolution of the Board or in the notice of the meeting or, if not so designated, at the principal office of the Corporation.

Any meeting may be held by conference, telephone, or similar communication equipment as long as all Directors participating in the meeting can hear one another. All such Directors shall be deemed to be present in person at such a meeting.

Special meetings of the Board for any purpose may be called at any time by the President, Secretary, or any two Directors. Notice of the time and place of special meetings shall be given to each Director by one of the following methods:

a) By personal delivery of written notice;
   b) By first-class mail, postage prepaid;
   c) By facsimile transmission;
   d) By telephone, either directly to the Director or to the person the Director’s office who would reasonably be expected to communicate that notice promptly to the Director; and
   e) By telegram, charges prepaid.

All such notice shall be given or sent to the Director’s address or telephone number as shown on the records of the Corporation. Notices sent by first class mail shall be deposited in the United States mail at least four days before the time set for the meeting. Notices given by personal delivery, telephone, facsimile, or telegraph shall be delivered, telephoned, or given to the telegraph company at least 48 hours before the time set for the meeting. The notice shall state the time of the meeting and the place if the place is other than the principal office of the Corporation. It need not specify the purpose of the meeting.

QUORUM AND DIRECTORS MEETING:

A majority of the then-serving number of Directors shall constitute a quorum for the transaction of the business, except to adjourn. Every action taken or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be the act of the Board, without limitation, those provisions relating to (a) approval of contracts or transactions in which a Director has a direct or indirect material financial interest, (b) approval of certain transactions between Corporations having common Directorships, (c) creation of appointments to committees of the board and (d) indemnification of Directors. A Meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of Directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

Notice of a meeting need not be given to any Director who either before or after the meeting signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice of consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the Corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any Director who attends a meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.

A majority of the Directors present, whether or not a quorum is present may adjourn the meeting to another time and place. Unless the original meeting is adjourned for more than 24 hours, no additional notice need be given.

ACTION WITHOUT A MEETING

Any action that the Board is required or permitted to take may be taken without a meeting if all members of the Board consent in writing to the action; provide, however, that the consent of any Director who has any material financial interest in a transaction to which the Corporation is a party and who is an “interested Director” as defined in the state Revised Statutes shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

COMPENSATION AND REIMBURSEMENT OF DIRECTORS

Directors shall not receive compensation, for their services as Directors of Officers, and shall receive reimbursement and expenses as the Board may determine by resolution to be just and reasonable as to the Corporation at the time the resolution is adopted.

COMMITTEES

Committee of the Board: The Board, by resolution adopted by a majority of the Directors then in office, provided a quorum is present, may create one or more committees, each consisting of two or more Directors and persons who are not Directors, to serve at the pleasure of the Board. Appointments to chairs of committees will be by majority vote of the Directors then in office. The Board may appoint one of more Directors as alternate members of any such committee, who may replace any absent members at any meeting. Any such committees, to the extent provided by Board resolution, will be advisory in nature and no committee, regardless of Board resolution, may (1) fill vacancies on the Board or any committee under the authority to the Board; (2) fill a vacancy of the Directors for serving on the Board or any committee; (3) amend or repeal bylaws or adopt new bylaws; (4) amend or repeal any
commissions of the Board or appoint the members of the committees of the Board; or 
(6) approve any contract or transaction to which the Corporation is a party and in which 
or one or more Directors has a material financial interest, except as special approval as 
provided for the [state] Revised Statutes.

MEETINGS AND ACTIONS OF COMMITTEES

Meetings and actions of the committees of the Board shall be governed by, held, and 
taken in accordance with the provisions of these bylaws concerning meetings and other 
Board actions, except that the time for regular meetings of such committees and the 
calling of special meetings of such committees may be determined by other than the 
Board resolution, or if there is none by resolution of the committee of the Board. 
Minutes of each meeting of the committee of the Board shall be kept in file with the 
Corporation records unless the Board shall direct otherwise. The Board may adopt 
rules for the governing of any committee, provide they are consistent with the bylaws, 
or, in the absence of the rules adopted by the Board, the committee may adopt such 
rules.

OFFICERS

Officers of the corporation: The Officers of the corporation shall be a President, 
Vice-President, a Secretary, and a Treasurer. The Corporation may also have, at the 
Board’s discretion, a Chairman of the Board, more vice-presidents, one or more 
assistant secretaries, more assistant treasurers and such other officers as may be 
determined by the Board.

ELECTION OF OFFICERS AND DIRECTORS

The Officers and Directors of the Corporation shall be chosen each 24 months by the 
membership and shall serve at the pleasure of the Board, subject to the rights, if any, 
of any Officer or Director under any contract of employment. All of the other officers 
shall be Directors.

RESIGNATION OF OFFICERS

An Officer may resign at any time by giving written notice to the Corporation. The 
resignation shall take effect as of the date the notice is received or any later time 
specified in the notice and, unless otherwise specified in the notice, the resignation need 
not be accepted to be effective. Any resignation shall be without prejudice to the rights, 
if any, of the Corporation under any contract to which the officer is a party.

RESPONSIBILITIES OF AN OFFICER

President: The President shall be the general manager of the Corporation and shall 
supervise, direct, and control the Corporation’s activities, affairs and officers. The 
President shall preside at all Board meetings and meetings of the Corporation. The 
President shall have such other powers and duties as the Board may prescribe.

Vice-President: If the President is absent or unable to serve, the Vice-President shall 
perform all duties of the President. When so acting, the Vice-President shall have all 
powers of and be subject to all restrictions on the President. The Vice-President shall 
have the powers and perform such other duties that the Board or bylaws may prescribe.

Secretary: The Secretary shall keep or cause to be kept at the Corporation’s principal 
office or such other place as the Board may direct, a book of minutes of all meetings, 
proceedings, and action of the Board, of the committees of the Board, and of 
members meetings. The minutes of meetings shall include the time and place that the 
meeting was held, whether the meeting was annual, regular, special. And if special, 
how authorized, the notice given, the names of those present at Board and committee 
meetings, and the number of members present or represented at members meetings. 
The secretary shall keep or cause to be kept at the principal office in 
a copy of the Articles of Incorporation and Bylaws amended to date. 
The Secretary shall additionally keep a record of the Corporation’s members, showing 
each member’s name, address and class of membership. The secretary shall give or 
cause to be given notice of all meetings of members of the Board, and of committees 
of the Board required to the Bylaws to be given.

Treasurer: The Treasurer shall keep and maintain, or cause to be kept and maintain, 
adequate and correct books and accounts of the Corporation’s properties and 
transactions. The treasurer shall send or cause to be given the members and directors 
such financial statements and reports as required to be given by law, by these Bylaws, 
or by the Board. The books of accounts shall be opened for inspection by another 
director at all reasonable times.

The Treasurer shall deposit or cause to be deposited all money or other valuable in the 
name and to the credit of the Corporation which depositories as the Board may 
designate, shall disburse the Corporation’s funds as the Boards may occur, shall 
render to the President, the Chairman of the Board, if any of the Board, when 
requested, account of all transactions and of the financial condition of the Corporation 
and shall have such powers and perform such other duties as the Board of Bylaws 
may prescribe. The Board may require that the Treasurer be bonded by surety 
specified by

the Board.

INDEMNITY

To the full extent permitted by law, this Corporation shall indemnify its director, officers, 
employees and their agents, including persons formally occupying any such position, 
against all expenses, judgments, fines, settlement and other amounts actually and 
reasonably incurred by them in connection with any activity conduct on behalf of the 
Corporation and in furtherance of the Corporations interests.

Upon written request of the Board by a person seeking indemnification, the Board shall 
promptly determine whether the applicable standard as set forth above, has been met 
and, if so, the Board shall authorize indemnification. If the Board cannot authorize 
indemnification because a number of Directors who are parties to the proceedings with 
respect to which indemnification is sought prevents the formation of a quorum of 
Directors who are not parties to the proceeding, the Board shall promptly call a meeting 
of members. At that meeting, the members shall determine if the applicable standard 
of conduct has been met and, if so, the members present at the meeting in person or 
by proxy shall authorize indemnification.

INSURANCE

The Corporation shall purchase and maintain insurance up to the full extent permitted 
by law on behalf of its officers, directors, employees, and other agents against any 
liabilities asserted against or incurred by an officer, director or employee in such 
capacity or arising of the officer’s, director’s, employee’s or agent’s status, as such.

RECORDS AND REPORTS

Maintenance of Corporate Records: The Corporation shall keep:

1) Adequate and correct books and records of accounts;
2) Minutes of the proceedings of its members, Board and committees of the Board; and
3) A record of each member’s name, address, and class of membership.

ANNUAL REPORT

The Board shall cause an annual report to be sent to the members and directors within 120 days after the end of the Corporation’s fiscal year. The report shall contain the 
following information, in appropriate detail, for the fiscal year

1) The assets and liabilities, including the trust funds, of the Corporation as of the end 
of the fiscal year.
2) The principal changes and assets and liabilities, including trust funds.
3) The revenue or receipts of the Corporation, both unrestricted and restricted to 
particular purposes.
4) The expenses or disbursement of the Corporation for both general and restricted 

purposes.

The annual report shall be accompanied by a report on it of independent accounts, or if 
there is no such report, by the certificate of an authorized officer of the Corporation that 
such statements were prepared without audit from the Corporation’ books or records.

This requirement of annual report shall not apply if the Corporation receives less than 
$10,000 in gross receipts during the fiscal year, provided, however, the information 
specified above for inclusion in the annual report must be furnished annually to all 
directors who so request in writing.

AMENDMENTS

These Bylaws may be amended at any regular or special meeting of the Corporation 
by a vote of two-thirds of the members present providing:

1) The proposed amendment is consistent with the Articles of Incorporation and the 
Bylaws of this Corporation.
2) The proposed amendment is disseminated to the general membership for review 
through the publication or other approved written means at least thirty days prior to 
the next regular or special meeting of the Corporation in which the vote on the 
amendment will be made.

CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provision, rules of construction, and 
definition of “(Chapter/State) Revised Statues shall govern the construction of these Bylaws.
CHAPTER FORMATION PACKAGE

STEP # 11 Complete the page entitled CERTIFICATE OF SECRETARY.
Insert your chapter name, page numbers, dates and location where indicated or appropriate.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of ________________ Chapter International Association of Special Investigations Units, Inc., a ____________ state Mutual Benefit Non-Profit Corporation, that the above Bylaws consisting of ______ pages are the Bylaws of this Corporation as adopted by the Board of Directors on the ___ day of ____________, 20__, at ________________

location (city/state).

Secretary

STEP # 12 Complete the page entitled ARTICLES OF INCORPORATION.
Insert your chapter name, page numbers, dates and location where indicated or appropriate.

ARTICLES OF INCORPORATION
OF
SOUTHERN NEVADA / CHAPTER
INTERNATIONAL ASSOCIATION OF SPECIAL
INVESTIGATION UNITS, INC.
A Nevada Non-Profit Corporation

ONE: The name of this corporation is

SOUTHERN NEVADA CHAPTER
INTERNAL ASSOCIATION OF
SPECIAL INVESTIGATION UNITS, INC.

TWO: This Corporation is a non-profit mutual benefit corporation and it is not organized for the private gain of any person. It is organized under the Non-Profit Corporation Law as a business league pursuant to Chapter # of the Nevada Revised Statutes. The objectives and purposes of this corporation shall be:
A. To promote a coordinated effort within the industry to combat insurance fraud;
B. To provide education and training for insurance investigators;
C. To develop greater awareness of the problem;
D. To encourage high professional standards of conduct among insurance investigators; and
E. To support legislation which would act as a deterrent to the crime of insurance fraud.

This corporation is organized exclusively for business league purposes within the meaning of Section 501©(6) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law. Notwithstanding any other provision of these Articles, this corporation shall not, except to any insubstantial degree, engage in any other activities or exercise any powers that are not in furtherance of the purposes of this corporation nor carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501©(6) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law.

THREE: The name and address in Nevada of the Corporation’s initial agent for service of process is __________________________ at __________________________ address, ______________ state, and ________ zip code.

FOUR: This Corporation is organized for perpetual term.

FIVE: Initial officers and directors of the Corporation, to serve for the first year or until their successors have been elected and have accepted office, shall be:

President:
Address:
Telephone:
Email:

Vice-President:
Address:
Telephone:
Email:

Secretary:
Address:
Telephone:
Email:

Treasurer:
Address:
Telephone:
Email:

SIX: The voting power and property rights of each member of the Corporation shall be equal.

SEVEN: To the extent it may exist, corporate property shall be disposed of as follows:

a) All corporate property is irrevocably dedicated to the purpose set forth in Articles Two above. No part of the net earnings of this Corporation shall inure to the benefit of any of its directors, trustees, officers, private shareholders or members, or to individuals.

b) On the winding up and dissolution of the Corporation, after paying or adequately providing for the debts, obligations, and liabilities of the Corporation, the remaining assets of this corporation shall be distributed to such organization (or organizations) organized and operated exclusively for charitable purposes, which has established its tax exempt status under Section 501 of the Internal Revenue Code of 1954 (or corresponding provision of any future United State internal revenue law) and which has established its tax exempt status under Chapter # of the Nevada Revise Statues and Section 501 of the Internal Revenue code of 1954.

__________________________
NAME
Name of Insurance Company
Address
City, State, Zip
Incorporator and Original Member

__________________________
NAME
Name of Insurance Company
Address
City, State, Zip
Incorporator and Original Member

__________________________
NAME
Name of Insurance Company
Address
City, State, Zip
Incorporator and Original Member

Drafted By:

__________________________
NAME
Name of Insurance Company
Address
City, State, Zip
DIRECTORS:

Powers: Subject to the provisions and limitations of state law and any other applicable laws, and subject to any limitation of the Articles of Incorporation or bylaws regarding actions that require approval of the members, the Corporation’s activities and affairs shall be managed and all Corporate powers shall be exercised by or under the direction of the Board. Without prejudice to those general powers, but subject to the same limitation the directors shall have the powers to:

1) Appoint and remove, at the pleasure of the Board all of the Corporation’s officers, agents, and employees; prescribe powers and duties for them that are consistent with the law, with the Articles of Incorporation, and with the bylaws and fix their compensation and require from them security for faithful performance of their duties.

2) Change the principal officer from one location to another; cause the Corporation to be qualified to conduct its activities in any other state, territory, dependency, or country or conduct its activities within or outside ___________ state; and designate any place within or outside ___________ state for holding any meeting of members.

3) Adopt and use a Corporate seal; prescribe the forms of membership certificates; and alter the forms of the seal and certificate.

4) With the membership’s approval, borrow money and incur indebtedness on behalf of the Corporation and cause it to be executed and delivered for the Corporation’s purposes, in the Corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation’s, and other evidences of debt and securities.

5) Establish fees, dues and other financial obligations of members. Dues shall be initially submitted with each membership application and shall not be pro-rated.

Authorized Number of Directors: The # of Board of Directors shall be determined by the chapter membership as an amendment to these Bylaws.

VACANCIES ON BOARD OF DIRECTORS:

Events causing Vacancy: A vacancy or vacancies on the Board shall exist on the occurrence of the following: (a) The death or resignation of any Director; (b) the declaration by resolution of the Board of a vacancy in the office of a Director who has been declared of unsound mind by an order of court, or convicted of a felony; (c) the increase of the authorized number of Directors required to be elected; or (d) the failure of a membership to elect the number of Directors required to be elected; or (e) three absences without just cause from meetings of the Boards or a demonstrated failure to engage in such other Board functions as may be designated by Board action and notice to the Director at issue.

Resignations: Except as provided below, any director may resign by giving written notice to the Board. The resignation shall be effective when the notice is given unless it specified a later time for the resignation to become effective. If a Director’s resignation is effective at a later time, the Board may elect a successor to take the office as of the date when the resignation becomes effective.

MEMBERS

The Corporation shall have two classes of members designated as follows:

1. Regular membership shall include only insurance company employees primarily engaged in investigation and/or supervision of investigations of insurance fraud. Each parent company as represented by a “regular” member at the meeting shall have one vote.

2. Associate membership shall include any individual or representative of an insurance company, government agency, or employee of the National Insurance Crime Bureau (NICB) who is involved in, or provides special expertise or services for the investigation of insurance fraud, who is endorsed in writing by a “Regular” member and it is not less than eighteen years of age. Membership shall be granted at the discretion of the Board of Directors.

“Associate” members shall have the privileges of “Regular” members except that they may not hold office and may excluded from any business meeting by a majority vote of the “Regular” members present. The annual cost of dues for “Associate” membership shall be in accordance with the guidelines established by the Board of Directors. “Associate” membership has no voting privileges.

Meeting of the members may be held at any place within or outside designated by the Board.

MEMBERSHIP

Admission to membership shall be determined by the Board of Directors pursuant to the International Association of Special Investigations Units constitution and bylaws.

TERMINATION OF MEMBERSHIP

Membership in the Corporation shall terminate by:

1) A member’s voluntary withdrawal;

2) By a two-thirds majority vote of the Board of Directors when the Board, in its discretion determines that any member has exhibited conduct inconsistent with the objectives and qualifications of the Association;

3) When the member is no longer eligible for membership in the International Association of Special Investigation Units; or

4) By the Corporation Treasurer, who upon notifying the member of his failure to make payment of dues or other obligations to the Association, has the power to terminate that individual’s membership.

ELECTION OF DIRECTORS

Nominations for Officers and members of the Board of Directors shall be made by person or by proxy at least 60 days prior to the election. Elections shall be held at the Chapter’s Annual Business Meeting.
Filing Vacancies: Vacancies on the Board may be filled by the President of the Corporation, or if the President vacates the Board, by the Vice President.

No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director’s term of office expires.

DIRECTORS MEETINGS

Meeting of the Board shall be held at least four times per year (once per quarter), any place within or outside ______________ (city/state), that has been designated by the resolution of the Boards or in the notice of the meeting or, if not so designated, at the principal office of the Corporation.

Any meeting may be held by conference, telephone, or similar communication equipment as long as all Directors participating in the meeting can hear one another. All such Directors shall be deemed to be present in person at such a meeting.

Special meetings of the Board for any purpose may be called at any time by the President, Secretary, or any two Directors. Notice of the time and place of special meetings shall be given to each Director by one of the following methods:

a) By personal delivery of written notice;
b) By first-class mail, postage prepaid;
c) By facsimile transmission;
d) By telephone, either directly to the Director or to the person at the Director’s office who would reasonably be expected to communicate that notice promptly to the Director; and

f) Electronically

All such notices shall be given or sent to the Director’s address or telephone number as shown on the records of the Corporation. Notices sent by first class mail shall be deposited in the United States mail at least four days before the time set for the meeting. Notices given by personal delivery, telephone, facsimile, or electronically, or telegraph shall be delivered, telephoned, or given to the telegraph company at least 48 hours before the time set for the meeting. The notice shall state the time of the meeting and place if the place is other than the principal office of the Corporation. It need not specify the purpose of the meeting.

QUORUM AND DIRECTORS MEETING:

A majority of the then-serving number of Directors shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be the act of the Board, without limitation, those provisions relating to (a) approval of contracts or transactions in which a Director has a direct or indirect material financial interest, (b) approval of certain transactions between Corporations having common Directorships, (c) creation of appointments to committees of the board and (d) indemnification of Directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of Directors, if any action taken or decision made is approved by at least a majority of the require quorum for that meeting.

Notice of a meeting need not be given to any Director who either before or after the meeting signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver notice of consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the Corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any Director who attends a meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.

Upon written request of the Board by a person seeking indemnification, the Board shall promptly determine whether the applicable standard as set forth above, has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because a number of Directors who are parties to the proceedings with respect to which indemnification is sought prevents the formation of a quorum of Directors who are not parties to the proceeding, the Board shall promptly call a meeting of members. At the meeting, the members shall determine if the applicable standard of conduct has been met and, if so, the members present at the meeting in person or by proxy shall authorize indemnification.

INSURANCE

The Corporation shall purchase and maintain insurance up to the full extent permitted by law on behalf of its officers, directors, employees, and other agents against any liabilities asserted against or incurred by an officer, director or employee in such capacity or arising of the officer’s, director’s, employee’s or agents’ status, as such.

RECORDS AND REPORTS

Maintenance of Corporate Records: The Corporation shall keep:

1) Adequate and correct books and records of accounts;
2) Minutes of the proceedings of its members, Board and committees of the Board; and
3) A record of each member’s name, address, and class of membership.

ANNUAL REPORT

The Board shall cause an annual report to be sent to the members and directors within 120 days after the end of the Corporation’s fiscal year. The report shall contain the following information, in appropriate detail, for the fiscal year:

1) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year.
2) The principal changes and assets and liabilities, including trust funds.
3) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes.
4) The expenses or disbursements of the Corporation for both general and restricted purposes.

The annual report shall be accompanied by a report on it of independent accountant, or if there is no such report, by the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the Corporation’s book of records.
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This requirement of an annual report shall not apply if the Corporation receives less than $10,000 in gross receipts during the fiscal year, provided, however, the information specified above for the inclusion in the annual report must be furnished annually to all directors who so request in writing.

AMENDMENTS

These Bylaws may be amended at any regular or special meeting or the Corporation by a vote of two-thirds of the members present providing:

1) The proposed amendment is consistent with the Articles of Incorporation and the Bylaws of this Corporation.
2) The Proposed amendment is disseminated to the general membership for review through the publication or other approved written means at least thirty days prior to the next regular or special meeting of the Corporation in which the vote on the amendment will be made.

CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provision, rules of construction, and definitions of (Chapter/State), Revised Statues shall govern the construction of these Bylaws.

STEP # 13 Mail the completed Chapter Formation Package to IASIU Headquarters.
   Attn: Greg Haag
   Marketing & Membership Manager
   International Association of Special Investigation Units
   N83 W13410 Leon Road
   Menomonee Falls, WI 53051

STEP # 14 At the next IASIU Board of Directors Meeting, the approval process will begin. Once approved, a $500 check from IASIU will be issued to the chapter as “start-up funds.”

If you have questions of concerns regarding this process, please contact Greg Haag at (414) 375-2992 ext. 1118 or ghaag@iasiu.org.