



Constitution and By-laws



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PREAMBLE

IAATI promotes that all actions, activities, and relationships, among its members, must be inspired by fair and equitable treatment, within a framework of courtesy.

IAATI ratifies the firm commitment to combat any form of discrimination, promoting respect for human rights and freedom, without distinction of race, color, sexual orientation, gender identity, language, religion, political opinion, national or social origin, economic situation, birth, or any other condition.

This Constitution and every other document the organization is led by, is based on our:

VISION: To be the recognized global expert and leading provider of training on the deterrence, prevention, investigation, and prosecution of vehicle crimes.

MISSION: *To provide a global approach in the fight against vehicle crime while providing effective, specialized training and unparalleled networking to our members.*

VALUES:

- Integrity: We always strive to do what's right.
- Commitment: We do what we say we are going to do.
- Professionalism: We require high standards of conduct by our members and affiliates.
- Teamwork: We work together as a team for the greater good of the organization.
- Respect: We always treat others with honesty and courtesy.

The actions of IAATI's members must be guided by these and must be reflected in their work and daily activities. They must defend these values in a practical manner through their actions and behavior.

Article 1 - NAME, HISTORY AND OBJECT

Section 1. Name

This organization shall be known as the "INTERNATIONAL ASSOCIATION OF AUTO THEFT INVESTIGATORS" and is hereinafter referred to as the "Association". The name of the Association shall not be used publicly by any member other than by the use of the membership card for identification purposes without the express permission of the Executive Board. This shall not restrict the officers, agents, or appointees of the Association from using the Association name to carry on the duties of their office. No officer or member of the Association may act in the name of the Association to endorse any product or service, nor shall the Association's seal or logo be used in any advertisement of any product or service without prior written approval of the Executive Board.

Section 2. History

The Association began with a meeting among Chief Glenn McLaughlin, Texas Department of Public Safety, Vincent Moncrief, Oklahoma City Police Department, C. C. Benson and James Sullivan, National Automobile Theft Bureau, in Dallas, Texas in early 1952 to discuss mutual auto theft problems. A decision was made to form an organization dedicated to the express purposes of furthering law enforcement's response to the problems of auto theft.

In May 1953, an organizational meeting was held at the Biltmore Hotel in Oklahoma City, Oklahoma. Captain John F. Daniel, Dallas Police Department, was elected the first President. The organization was incorporated as a not-for-profit corporation on 26 August 1952 under the laws of Oklahoma as the INTERNATIONAL ASSOCIATION OF AUTO THEFT INVESTIGATORS. Yearly meetings are held for the mutual exchange of technical information and other developments in the vehicle theft field. These meetings are held throughout the United States and the other countries of membership.

Section 3. Object

The objectives of this Association shall be:

- a. To unite for mutual benefit those public officials and private persons engaged in the prevention and investigation of vehicle theft and its kindred crimes.
- b. To provide for the exchange of technical information and developments.
- c. To cooperate with any other individual, agency or association to further vehicle theft prevention and suppression.
- d. To encourage high professional standards of conduct among members and other vehicle theft investigators and to continually strive to eliminate all factors which interfere with the administration of justice.

Section 4. Purpose

The Association is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article 2 - MEMBERSHIP

Section 1. Active Membership

Any representative of any duly authorized law enforcement agency, employed full time with peace officers powers; administrators and agents employed full time in a governmental motor vehicle registration function or a governmental vehicle regulatory function; administrators and special agents of the National Automobile Theft Bureau or the Insurance Crime Prevention Bureau of Canada National Insurance Crime Bureau (NICB), the Insurance Bureau of Canada (IBC), the Oficina Coordinadora de Riegos Asegurados (OCRA), or a similar structured organization subsidized by the insurance industry or established under a government instrument or industry association with the focus on motor vehicle related crimes and other international insurance similar funded organizations which are designated as "not for profit"; employees and representatives from any Attorney General's office and/or Justice Department who are or have been engaged with a focus on motor vehicle related crimes; or any person honorably retired from one of the foregoing agencies, provided that such person possesses the other qualifications for membership and is not less than eighteen years of age. †† Membership shall be granted at the discretion of the Executive Board. Applications of persons denied membership shall be returned to the person applying with a letter of explanation.

Section 2. Affiliate Membership

Any representative of any company, organization, business or philanthropic endeavor known or believed to be beneficial to the best interests and objectives of the Association, and who contributes an annual sum of not less that of an Active membership fee, and is not less that eighteen years of age is eligible for membership an Affiliate member. Membership shall be granted at the discretion of the Executive Board.

Affiliate members shall have the privileges of an Active Member, and can hold the office of President or Vice President if the below parameters are met: ††

1. The Affiliate member must be a current Director or Associate Director and have been active in the Association for 5 years. Active is described as attending conferences, participating in board meetings, chairing committees, and showing value to the association.
2. There can only be one Affiliate member in the chairs (4th Vice President, 3rd Vice President, 2nd Vice President, 1st Vice President, and President) at a time. The Affiliate member must either be an outgoing President or the immediate Past President before the nominating committee will consider another Affiliate member as 4th Vice President.

Section 3. Life Membership

The Association may confer Life membership upon any qualified member who has rendered distinctive service to the Association and its purposes. Nominations for Life membership shall be made by the Executive Board at any Annual Meeting and approved by a majority vote of members present at the Annual Meeting. All Past Presidents shall become Life members at the conclusion of their term of office as President. Any Life member shall have the privileges of an Active member without payment of annual dues.

Section 4. Termination

Membership in the Association shall terminate by (1) voluntary withdrawal, or (2) when any member is in arrears with dues or other obligations to the Association, or (3) by a two-thirds (2/3) majority vote of the Executive Board when the Board, in its discretion, determines that any member has exhibited conduct inconsistent with the objectives or qualifications of the Association.

The Executive Board may also place on probation, censure, or suspend the membership of any member but only then after a two-thirds (2/3) majority vote of the Executive Board. The President shall appoint a three-member committee to initiate such review or investigation, except in cases of termination by voluntary withdrawal or for non-payment of dues, in which case Article 6, Section 1, shall apply. The Executive Board shall also give any such member due notice, and an opportunity to be heard before any such termination, probation, censure, or suspension of membership. Any terminated, probated, censured, or suspended member may be reinstated by a two-thirds (2/3) majority vote of the Executive Board.

Where, as the result of an Ethics Investigation, an individual's membership has been permanently terminated or suspended for a period of 3 months or longer, the member may appeal their suspension or termination, subject to the criteria and processes outlined in the Association's Standard Operating Procedures.

Any individual who has their membership terminated by the Board is not entitled to either a full or partial refund of any membership fees already paid.

Section 5. Application for Membership

Applications for Active or Affiliate membership shall be made to the Executive Director, with recommendations by a current member in good standing, to include life members and past presidents.

Any person accepting membership in IAATI agrees to abide by the Association's rules, policies and Code of Ethics. Members found to be in breach of the Code of Ethics may be subject to disciplinary measures. ††

Article 3 - ELECTION, TERMS AND OFFICES

Section 1. Executive Board

The Executive Board of the Association shall consist of the following Officers, namely a President, a First Vice President, a Second Vice President, a Third Vice President, a Fourth Vice President, an Executive Director, and a Treasurer.

Section 2. Board

The Board of the Association shall comprise of the Executive Board, the elected Directors, Associate Directors, those Past Presidents who have attended three (3) of the last five (5) annual Executive Board Meetings, and the Chapter/Branch Presidents from each Regional Chapter/Branch. The President shall be the Chairperson.

Section 3. Executive Director

The Executive Director shall be appointed by the Board on an annual basis.

Section 4. Directors

Ten Directors shall be elected by the membership to represent the Association. Their divergent geographical locations shall be a consideration for their nomination. Four of the elected members may be Affiliate members.

Section 5. Terms of Office

The Officers of the Association shall hold office from the time of their selection until the selection of their respective successor. Nothing in this chapter shall require the Association to elevate any officer to the next highest office during any election. An elected President shall not succeed themselves.

Section 6. Election

All Officers (except the Executive Director) and Directors shall be elected at the Annual Meeting by a majority vote of the members participating either physically or in real-time via virtual technologies.

Section 7. Vacancies

In the event of a vacancy occurring among the Officers or Directors between Annual Meetings, the vacancy or vacancies may be filled by appointment by the President with the concurrence of the Board. The Officer or Director appointed shall hold office only until the next Annual Meeting.

Section 8. Removal of Board or Committee Members

Any member appointed to a committee or officer position by the President, that did not require the approval of the Board, may be removed from that position by the President, if after consultation with the Vice Presidents and at least one of the Association's legal advisers, it is considered the member has:

- acted in a way detrimental to the Association or its reputation.
- repeatedly failed to perform duties as directed,
- repeatedly failed to respond to communications, or
- has suffered any medical condition that impacts their ability to adequately perform their duties during the majority of the remaining term of their appointment.

Upon receipt of a valid petition, any Board member, Executive Director, Treasurer or Chapter/Branch Board Member who is considered to have:

- acted in a way detrimental to the Association or its reputation,
- repeatedly failed to perform duties as directed,
- repeatedly failed to respond to communications,
- lost the confidence of the international board, or

- has suffered any medical condition that impacts their ability to adequately perform their duties during the majority of the remaining term of their appointment.

may be removed from their respective Board and office by a two-thirds vote of the Board called at a special meeting.

To qualify as a valid petition calling for the removal of the board member or officer, the petition must:

- be signed by at least 5 Board members,
- detail the reasons justifying the motion to remove the member from the board and/or their office, and
- forwarded to the President and Executive Director.

Once a valid petition has been received, the Executive Director must provide the member named in the petition, a copy of the petition at least 14 days prior to the date of the Special Board Meeting and allow them to present a defense to the petition at that meeting.

Article 4 - GOVERNMENT

Section 1. Board

The government of the Association shall be vested in the Board. Ten members of the Board at any duly constituted Board meeting shall constitute a quorum of the Executive Board. Only members of the Board shall be entitled to one vote on any question coming before the Board. The editors of the APB and VCT will be invited to attend each Board meeting or any other invitee, including an Associate Director, shall not be entitled to vote, or be taken into consideration in determining whether a quorum exists, unless the individual in question is already a Board member as provided in Section 2 of Article 3. No proxy votes are permitted. A simple majority vote of those Executive Board members responding to a question before the Board shall determine the question.

Section 2. Duties and Powers

The Board shall have full power to initiate and transact all business necessary for the existence of the Association and the observance of its purposes. The Executive Board will be responsible for the day-to-day functions of the Association.

Section 3. Standard Operating Procedures Manual

There shall be a Standard Operating Procedures Manual to describe the operating procedures of the Association, including responsibilities of elected and appointed officers, the Annual Meeting and its activities and any other item deemed appropriate. The Standard Operating Procedures Manual may be amended by a majority vote of the Executive Board. The contents of the Standard Operating Procedures Manual shall be binding on all members and persons affected.

Section 4. President

The President shall be the Chief Executive Officer of the Association, and it shall be their responsibility to supervise and coordinate the activities of the Association and to preside at meetings of the Association, the Board and Executive Board. The President shall appoint appropriate individuals or committees for the conduct and activities of the Association and shall require reports from each, as they deem fit. At the Annual Meeting of the Association, the President may call upon a designated representative of each Regional Chapter/Branch to report to the membership regarding the activities of the Chapter/Branch during the past year. The President shall be an ex-officio member of the Board of Directors of each Regional Chapter/Branch. The President, through regular communication with the other officers of the Association, shall assure themselves that the responsibilities of the other officers are being properly fulfilled.

Section 5. First Vice President

In the absence of the President, the First Vice President shall be the Chief Executive Officer and shall act as such. The First Vice President shall be ex-officio members of the Board of Directors of each Regional Chapter/Branch. The First Vice President shall also act as the chairman of the Finance Committee and the Resolutions Committee.

This is not intended to add to the travel requirements of the President or 1st Vice President, but is intended to improve the two way exchange of information between International and the Chapters/Branches.

Section 6. Second Vice President

In the absence of the President and the First Vice President, the Second Vice President shall be the Chief Executive Officer and shall act as such. The Second Vice President shall also act as the Chair of the Education and Training Committee.

Section 7. Third Vice President

In the absence of the President, the First Vice President and the Second Vice President, the Third Vice President shall be the Chief Executive Officer. The Third Vice President shall also serve as Program Chair for the Annual Meeting.

Section 8. Fourth Vice President

In the absence of the President, the First Vice President, the Second Vice President and the Third Vice President, the Fourth Vice President shall be the Chief Executive Officer. The Fourth Vice President shall also be the Chair of the Membership Committee and also coordinate the activities of the Regional Representatives.

Section 9. Executive Director

The Executive Director shall keep the records and minutes of the Association, and shall maintain the roll of members, the Constitution and the Standard Operating Procedures Manual, and all other documents or items of value entrusted to them. It shall be the Executive Director's duty to receive and acknowledge all communications of the Association addressed to the Executive Director, or that may be submitted to the Executive Director by the Board or Executive Board of the Association and to perform such duties as assigned by the President. The Executive Director shall furnish bond to the Association in the form and amount as designated by the Executive Board, the cost of which is to be paid by the Association.

Section 10. Treasurer

The Treasurer shall be the custodian of the funds of the Association and shall disburse such funds by check as herein authorized and in a manner approved by the Executive Board for the purposes which promote the welfare and objectives of the Association. The Treasurer shall render a complete summary of all income, disbursement and balances whenever requested by the Executive Board and to the members at each Annual Meeting. A written copy of this report shall be made available to any member upon request. The Treasurer shall furnish bond to the Association in the form and amount as designated by the Executive Board, the cost of which is to be paid by the Association.

Section 11. Directors

Ten Directors shall assist the Executive Board and its committees in the purposes of the Association.

Section 12. Associate Directors

The President may appoint Associate Directors who shall assist in the functioning of the Association in their assigned region.

Section 13. Board and Committee Meetings

The Executive Board may meet at any time or place upon the reasonable call of the President or at the request of ten members of the Executive Board. Committees may meet upon the call of the Committee Chair, at a time and place designated by the Committee Chair, and in concurrence with the President.

Section 14. Annual General Meetings

The Annual General Meeting (AGM) shall be held once per calendar year at such a time and place as approved by the Executive Board. The location and timing of the AGM should be communicated to the members according to the guidelines set out in the Standard Operating Procedures. There is no fixed quorum for the AGM.

In the exceptional circumstances where there is a need to change the advertised date of the AGM then it may be rescheduled to a later date, provided at least 30 days notice is given of the revised date.

The agenda of the AGM must include:

- a President's Report,
- a Treasurer's Report (including the presentation of the Association's accounts and auditor's report)
- The declaration of new Board members and officers (including any election if required)
- An opportunity for members to ask questions of the Board,
- plus any other items as determined by the President and Executive Director or any items submitted by a members to the Executive Director at least 14 days prior to the AGM.

Section 15. Extraordinary Membership Meetings

An Extraordinary meeting may be called by a majority vote of the Officers if an urgent matter arises which requires a vote of the membership. At least 30 days' notice of the date, time and location of the meeting must be given to the membership for any Extraordinary Meeting.

Section 16. General Voting

In any issue before the Association, only current members, which includes Life Members and Past Presidents, in good standing may vote and only one vote per current member in good standing will be allowed; with no proxies or absentee votes permitted. The Chair of the meeting will hold any deciding vote in the event of a tie.

Article 5 - REGIONAL CHAPTERS AND BRANCHES

Section 1. Regional Chapters/Branches

The Executive Board may recognize a Regional Chapter/Branch of the Association only after written application to the Association by such Chapter/Branch. The application shall include a proposed Constitution and By-Laws for such Chapter/Branch. The Executive Board shall peruse the application for recognition and, upon being satisfied that its Constitution and By-laws are compatible with this Constitution and that the establishment of the proposed branch/ chapter is in the best interests of the Association, the Executive Board shall, after a two thirds (2/3) majority vote, issue a charter as the official document authorizing the Chapter's/Branch's operation, use of the name and logo of the Association, subject to this Constitution and, where provided for, any specific terms, conditions and responsibilities set out in the charter. Where the Branch/ Chapter consistently fails to uphold this Constitution, and /or fails to comply with the specific terms, conditions or responsibilities imposed on it, or conducts itself in a manner which is inconsistent with the objectives of the Association, the Executive Board may, after affording the branch/chapter an opportunity to be heard, withdraw the charter by a two thirds (2/3) majority vote. Changes to the Regional Chapter's/Branch's Constitution and By-Laws must be submitted in writing and approved by the Executive Board before they can be implemented.

Section 2. Regional Chapter/Branch Membership

Regional Chapter's/Branch's may solicit membership into said Regional Chapter's/Branch's. The President and Vice Presidents of each Regional Chapter/Branch shall be members of the Association during their tenure in office in said Chapters. Nothing shall prevent a Chapter/Branch member from membership in the Association. The President of each Regional Chapter/Branch shall submit to the Executive Director within forty-five (45) days after taking office a list of the necessary information concerning the Chapter/Branch membership. This shall be included in the Association Membership Directory with a specific designation of their affiliation.

Section 3. Annual Meetings

On those years that the Association's Annual Meeting is within a Chapter's/Branch's region, the Chapter's/Branch's Annual Meeting may be held in conjunction with the Association's Annual Meeting. Any member may be excluded from any training or business meeting by a majority vote of the members present.

Article 6 - FINANCE

Section 1. Fees and Dues

Annual dues in the Association shall be fixed by a majority vote of current members participating either physically or in real-time via virtual technologies in the Annual Meeting and shall be payable in advance of January 1st in the manner prescribed by the Executive Board. A prospective member shall submit his application for membership, which upon admission, will pay his dues until January 1st following approval of his application. Failure to pay dues within ninety (90) days of the due date shall be a forfeiture of membership.

The Board may upon recommendation by the Finance Committee and on good cause being shown, authorize that a branch or chapter defers the payment of one or more of their members' dues and fees to a specified date or dates within that year, without forfeiting their membership. Should payment not be made on or before the specified date, membership shall be forfeited.

Section 2. Audit

The accounts of the Association shall be audited each year by the Finance Committee. A written report shall be available to the membership upon request.

Article 7 - AMENDMENTS

Section 1. Requirements

This Constitution and By-Laws may be amended at any Annual Meeting of the Association by a vote of two-thirds (2/3) of the members participating either physically or in real time via virtual technologies, provided: a: The proposed amendment is disseminated to the general membership through normal written communications at least thirty (30) days prior to the Annual Meeting. b: The proposed amendment is presented in a form consistent with, and without conflict to the remainder of the existing Constitution and By-Laws of the Association.

Article 8 - DISSOLUTION OF THE ASSOCIATION

Section 1.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the State of Oklahoma, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.