

The Kentucky Polygraph Association, Inc. Constitution & Bylaws

The Kentucky Polygraph Association Constitution

Preamble

Throughout recorded history one of the greatest problems faced by man has been the development of a system by which truth may be made known. Approaches to the solution of this problem have ranged from such extremes as the torture chambers of ancient times to the unhesitating acceptance in the recent past of the word of a gentleman. Neither approach meets the requirements of today. We respect the dignity of man too much to permit physical or psychological abuse of an individual in a search for truth. Yet, we recognize the enemies of our country, of our society, and of our way of life will lie without hesitation, even under oath, if this will further their purposes.

With the advent of the polygraph we at last have a system, soundly based upon psychology and upon physiology, which is capable, in competent hands, of identifying those who speak the truth in matters of controversy. With this breakthrough, an awesome responsibility has devolved upon the examiner, whose work may affect the life, liberty, and happiness of the person being examined.

The **Kentucky Polygraph Association** recognizes the enormous potential for good of the use of the polygraph. We pledge ourselves to identifying and eliminating any unqualified persons from our midst. We stand squarely behind programs to improve the capabilities of our membership through meaningful education, shared experience, progressive research, and advanced training. Above all, we dedicate ourselves to fostering and to maintaining the highest ethical standards and principles of practice.

Article I: Name

The name of this organization shall be the **Kentucky Polygraph Association (KPA)**. The affairs of the association shall be managed by the Board of Directors. The persons elected to office by the members shall constitute the Board of Directors.

Article II: Purpose

The standards of conduct of the society in which we live, derived from ethical concepts of right and wrong, exert a powerful influence on every man to do what he believes to be right. So strong and so deeply inbred are these forces that our very physiological processes rebel against deceit and dishonesty, thus providing a technique for scientifically determining truth.

Fortunate indeed is he who, being accused or suspected of misconduct, is able to produce credible witnesses to attest to his innocence.

Now therefore, and be it known henceforth, it shall be the primary responsibility of the **Kentucky Polygraph Association** to foster and to perpetuate an accurate, reliable, and scientific means for the protection of the innocent.

To verify the truth - fairly, impartially, and objectively shall be our purpose.

Article III: Membership

Any person interested in the purpose of this association may become a member, as provided in the Bylaws, by assenting to this Constitution and Bylaws, the Code of Ethics, the Standards and Principles of Practice, and by furnishing a completed application form and payment of dues.

Article IV: Place of Business

The headquarters of this association shall be in the office of the President of the association.

Article V: Officers

The officers shall be President, Vice-President, and Secretary-Treasurer.

Article VI: Property Rights

Property of the members shall not be subject to the payment of the association debts and no member shall be liable for debts of the association to any amount exceeding the unpaid balance of dues.

Article VII: Dues

Membership dues shall be designated by mutual agreement of the members of the association.

Article VIII: Meetings

The **Kentucky Polygraph Association** shall meet on the first Wednesday of March, June, September, and December every year at a time and place decided by the Board of Directors. If the Association sponsors a seminar, one of the regular meetings can be replaced by a meeting at the seminar. The Secretary will insure that all members are sufficiently advised of a change in meeting dates. The president and/or Board of Directors will have the authority to change meeting dates and to call Special Meetings when necessary.

Article IX: Amendment Procedures

The Constitution and Bylaws of this association may be amended by a majority vote of a meeting quorum in accordance with the By-laws.

By-Laws of Kentucky Polygraph Association, Inc.

Article I: General Provisions

Section 1. Name. The name of the Corporation is **Kentucky Polygraph Association, Inc.** ("the KPA"), a non-stock, non-profit corporation organized under KRS Chapter 273 (the "Act").

Section 2. Offices. KPA's principal office in the Commonwealth of Kentucky shall be at:

521 Lancaster Avenue
Funderburk Building
Richmond, KY 40475

The KPA shall maintain, within or without the Commonwealth of Kentucky, such other offices for the transaction of business as the Board of Directors may from time-to-time determine. The Board of Directors may change the location of the KPA's principal office or any of its other offices at any time.

Section 3. Objectives and Goals. The purpose, goals and objectives of this association shall be:

- a. To promote and maintain the highest standards of ethics, integrity, and conduct of the polygraph profession.
- b. To promote and encourage the professional and scientific application of the polygraph profession as an investigative aid through continued education and training in accepted polygraph techniques.
- c. To encourage cooperation within the polygraph community through the exchange of ideas, experiences, research, and training to ensure continuous proficiency in the field.
- d. To improve the public image of the polygraph through professional representation and exposure.
- e. To cooperate and work with the American Polygraph Association (A.P.A.), American Association of Police Polygraphists (A.A.P.P.) and other professional organizations in matters of mutual interest.

Article II: Membership

Section 1. Membership. Membership in the KPA is only considered after submission of a written application to the Secretary-Treasurer, consideration by membership, motion, vote and passage. The Secretary-Treasurer will notify the membership, in writing, of the application and the date of membership consideration, present the membership application at the next annual meeting for consideration. Upon presentation, attending members will vote on the application and will be considered passed with a two-thirds majority.

Section 2. Classes of Membership. There shall be three (3) classes of membership:

a. **Member** - Any person who has met the requirements for licensure as an examiner in the Commonwealth of Kentucky, has been issued a current license as an examiner (KRS 329.), and is a resident of the Commonwealth of Kentucky. This person shall continue to be a member in good standing upon payment of periodic dues and during continued adherence to (i) the objectives of the association to which the member subscribed in writing and (ii) maintains the qualifications for membership. Each member shall be entitled to one vote on any matter submitted for vote by the Membership;

b. **Associate Members** - Any person who has met the requirements for licensure as an examiner or as a trainee examiner in the Commonwealth of Kentucky and has been issued a current license for same. Applicants must apply for Associate Membership and are subjected to the same procedure as Members; and Associate Members shall be entitled to one vote on any matter submitted for vote by the Membership, but shall not be eligible to hold any office. The Secretary-Treasurer will present the associate member application at the March meeting for consideration. Upon presentation, the attending membership will vote on the application and will be considered passed with a two-thirds majority;

c. **Honorary Members** - Eligibility for Honorary Membership is open to anyone who has, by virtue of conduct, years of service, research, support of the profession and the KPA, demonstrated ideal professionalism in the advancement of the polygraph profession. Application for Honorary Membership must be submitted in writing and supported by three (3) members. Upon receipt of the application, the President will assign a temporary membership committee, not consisting of the original submitting members, for investigation. One of the committee members must be an officer. The committee will investigate the application through all available means and submit a written report within three (3) months to the President. The President will present the investigative report to the March meeting for consideration. Upon presentation, the attending Membership will vote on the application and report and will be considered passed with a unanimous vote. Honorary members are exempt from the payment of dues, but do not have any vote in any KPA business and are not eligible to hold office in the KPA.

Section 3. Creating Other Classes of Membership. The Board of Directors may create other classes of voting or non-voting membership and shall establish procedures for each class for the application and admittance to those classes of membership all of which must be approved by the membership at a regular or special meeting thereof.

Section 4. Termination of Membership. Membership may be terminated in the following manner:

a. **Resignation.** - A member may resign by submitting a written resignation to the President which shall become effective as of the date submitted.

b. **Suspension from Practice.** - A member suspended from practice shall be suspended from membership for as long as said period of suspension from practice continues and shall be returned to membership subject to the approval of the Board of Directors upon termination of said suspension.

c. **Expulsion, Suspension or Censure.** - A member may be expelled, suspended or censured for unethical conduct or for misconduct which brings discredit to said member, the KPA, or the profession. This power shall rest exclusively in the Board of Directors, which may authorize the President to appoint a committee of three (3) to hear complaints or grievances against a member. A member shall receive thirty (30) days notice in writing of any complaint made against said member. The notice shall specify the charges against the member and shall advise the member of the time and place of the hearing, which shall be held either before the Board of Directors or a committee appointed in accordance with this section. The member may appear and present evidence in the member's behalf. If the hearing is held before a committee, the committee shall report its findings to the Board of Directors, which shall then decide to expel, suspend, or censure the member. Expulsion, suspension, or censure of a member shall require two-thirds (2/3) vote of the Board of Directors present and voting. A member whose membership has been terminated may reapply for membership in the KPA after five (5) years have elapsed from the date of such termination. Applicants for readmission are subjected to the same procedure as new members. The Secretary-Treasurer will present such applications at the March meeting for reconsideration and will be considered passed by a majority vote of the members present. A member whose membership has been suspended may not attend meetings, vote in matters before the Membership, or hold office in the KPA during such time suspension is in effect. A member who is placed on probation may attend meetings and vote in matters before the Membership, but may not hold office in the KPA during such time probation is in effect.

d. **Failure to Pay Dues.**

Article III: Officers & Duties

Section 1. The officers of the KPA shall be the President, Vice President, and Secretary-Treasurer.

Section 2. The President shall be the Chief Executive Officer of the KPA. The President shall preside at all meetings of the KPA and Board of Directors; shall direct the affairs of the KPA, with the advice and consent of the Board of Directors; and unless otherwise provided in these By-Laws, shall appoint all committees. In the event of the President's incapacity or inability to fulfill the office and upon certification of such fact by two-thirds (2/3) vote of the Board of Directors, the remainder of said term shall be filled in the following order of succession; Vice President and Secretary-Treasurer.

Section 3. The Vice President shall perform such duties as are delegated to the Vice President by the President. The Vice President shall succeed to the office of President in the event of death or resignation of the President, and shall preside at meetings in the event of the temporary absence of the President.

Section 4. The Secretary-Treasurer shall keep the minutes of all meetings of the KPA Membership and the Board of Directors; shall be the official custodian of all KPA records; shall direct the mailings of all notices required to be given, and shall keep accurate census of the membership. The Secretary-Treasurer shall be the official custodian of all KPA funds. The Secretary-Treasurer shall collect all dues and monies of the KPA; shall direct the keeping of accurate books of account; shall cause audits to be made periodically as ordered by the Board of Directors; shall submit financial reports to the March meeting of Members and each meeting of the Board of Directors; and shall receive, disburse and invest the funds of the KPA in the manner directed by the Board of Directors.

Section 5. The terms of office of all officers shall be one (1) year, which shall begin after the March meeting.

Article IV: Committees

Section 1. Classes of Committees. There shall be two classes of committees: Standing and Special, which shall be authorized by the Board of Directors who will specify the duties of said committees and authorize the President to make appointments.

Section 2. Standing Committees. The Standing Committees shall be as follows:

- a. Ethics and Standards.
- b. Membership.
- c. Public Relations, Legislative and APA Liaison.
- d. Program, Education & Research.

Section 3. Special Committees. Special Committees shall be appointed as needed which shall be, but are not limited to, the following:

- a. Audit.
- b. Election.
- c. Nominating Committee which shall be appointed at the December meeting for a report at the March meeting.
- d. Grievance and Investigative, if necessary.

Article V: Board of Directors

Section 1. Authority. The business and affairs of the KPA shall be directed by a Board of Directors (the "Board") consisting of the President, Vice President, Secretary-Treasurer, and the retiring President who will remain on the Board for one year following his or her term of office and will act in an advisory capacity only with no vote in any Board decisions. The Board shall have the full power and authority to manage and control the affairs and business of the KPA. The Board shall adopt such rules and regulations for the conduct of its meetings and the management of the affairs of KPA as it deems proper to the extent that such rules and regulations are not inconsistent with the Act, KPA's Articles of Incorporation, or these By-Laws.

Section 2. Meetings. Meetings of the Board of Directors shall be held in conjunction with Membership meetings on the first Wednesday of March, June, September and December, upon the order of the President or upon written request by any member of the Board of Directors. At any meeting of the Board, the presence of a majority of the members of the Board shall constitute a quorum for the transaction of business. A majority of the votes of such

quorum shall be sufficient to pass any measure brought before such meeting, unless a greater vote is specified elsewhere in these By-Laws.

Section 3. Commitment or Expenditure of Funds. No commitment or expenditure of funds of KPA shall be made by any officer or member except as provided in the annual budget, or in emergencies as declared by the Board of Directors under the provisions of this Section. If the Board of Directors declares an emergency, the executive committee may collect or expend as many unbudgeted funds as they, in their discretion, believe necessary to address the emergency. Otherwise, the executive committee may authorize unbudgeted expenditures of up to Five Thousand Dollars (\$5,000.00). The Board of Directors at its discretion may authorize funds in addition to the budget for the good and welfare of KPA.

Section 4. Executive Committee. The President, Vice President, and Secretary-Treasurer compose the Executive Committee. The Executive Committee shall conduct the routine business of KPA.

Section 5. Unexpired Terms. In the event of a vacancy in the office of Vice President or Secretary-Treasurer between annual meetings of KPA, the Board of Directors shall fill such vacancy with any eligible member as provided by these By-Laws by majority vote at a regular or special meeting of the Board of Directors. Such person so elected shall serve until the March meeting.

Section 6. Executive Staff. The Board of Directors shall have the right to appoint all executive staff personnel that it deems necessary or appropriate to carry out the functions of the KPA. The compensation and duties of all such executives and staff personnel shall be fixed by the Board of Directors.

Section 7. Written Actions. Any act that may be taken by the Board at a meeting of the Board instead may be taken through a written action executed by each member of the Board.

Section 8. Certificate of Appreciation. The Board of Directors, under the signature of the President, shall issue a framed Certificate of Appreciation to any person or organization, nominated by any member and approved by a majority vote of the Membership of the KPA, who has made significant and outstanding contribution to the polygraph profession.

Article VI: Elections & Voting

Section 1. Election Committee. The President shall appoint an Election Committee to conduct the elections of officers and directors in accordance with these By-Laws. All contested elections shall be by secret ballot. When only one candidate for an office has been nominated, such candidate shall be declared the winner by the election committee chairman without the necessity of voting. No officer or director shall occupy the same office for more than two consecutive terms and must wait one year before being elected to that same office. Any member desiring to serve more than two consecutive years in the same office must be annually recommended by the Board and approved by a majority vote of the members present at the March meeting.

Section 2. Nominating Committee. The Nominating Committee shall consist of the President, Vice President, and a member at-large appointed by the Board of Directors.

Section 3. Nominations. The President, or his designee, shall inform the Membership within ninety (90) days of the March meeting that elections are to be held and shall request that the Membership make the recommendations to the Nominating Committee and shall give to the Membership at this time the names and addresses of the members of the Nominating Committee to whom nominations may be submitted. Sixty (60) days prior to the March meeting, the Nominating Committee shall make its nominations to the President who shall in turn make such nominations available to the Membership. The officers and directors shall be nominated at the December meeting prior to the March meeting. All officers and directors shall be nominated by the Nominating Committee Report or by nominations made from the floor.

Section 4. Voting. The officers and directors shall be elected at the March meeting. The election of officers and directors shall be decided by plurality vote. In the event of a tie vote, the election shall be decided by secret ballot among the members of the existing Board of Directors present and voting at the general election.

Article VII: Membership Meetings

Section 1. Meetings. The regular meetings of the KPA shall be held on the first Wednesday of March, June, September and December. If an annual seminar is held, a meeting can be held at that seminar instead of one of the regular meetings, so long as the Secretary-Treasurer sends appropriate advance notice to the members. The President and/or the Board of Directors can call a Special Meeting at any time with appropriate notice to the members. Unless otherwise provided by these By-Laws, all actions taken at the meetings shall be by majority vote. The most current edition of Robert's Rules of Order shall govern all meetings.

Section 2. Program Committee. The Program Committee will be responsible for developing a program for the meetings and arranging speakers or members to conduct the program at each meeting.

Section 3. Other Meetings. There may be other meetings of the Membership as shall be called by the President with the advice and consent of the Board of Directors.

Section 4. Quorum. A quorum is established at any stated or special meeting when the President or Vice President and the Secretary-Treasurer (or designate) and four (4) additional members are physically present.

Article VIII: Financing

Section 1. Dues. Dues of all members and Associate Members shall be \$50.00 annually, payable January 1 and becoming delinquent on January 31. Any member whose dues are unpaid by the June meeting shall forfeit membership.

Section 2. Other Fees. Other fees, as necessary, may be established in order to ensure the continuity of the KPA. Any such fees are subject to approval of the Membership at any stated meeting.

Article IX: Conflicts of Interest

Each officer and member of the Board shall avoid having a financial interest, directly or indirectly, in any transaction in which KPA is a participant, the adoption of which might affect, or might appear to affect, the exercise of his official judgment. Should an officer or member of the Board identify the possibility of any such interest, it shall be reported in full detail in writing to the President and shall be read at the next regular meeting of the Board. Such person shall not vote on a subject in which he or she has such an interest. Failure to disclose the details of any such interest shall render void at the option of the Board any obligation of the KPA in regard to such transaction. Each member of the Board shall sign a Conflict of Interest Statement upon initial appointment to the Board.

Article X: Indemnification

The KPA shall indemnify and may advance expenses to all Directors, Officers, employees or agents of the KPA or any persons serving at the request of KPA as a Director, Officer, employee, or agent who are, were, or are threatened to be made a defendant or respondent to any threatened, pending, or complete action, suit, or proceeding (whether civil, criminal, administrative, or investigative) by reason of the fact that such person is or was a Director, Officer, employee, or agent of KPA, to the fullest extent that expressly permitted or required by the statutes of the Commonwealth of Kentucky and all other applicable laws.

Article XI: Amendment of By-Laws

These By-Laws may be altered or amended at any time by a two-thirds vote of the Membership at a meeting held for that purpose or otherwise at any meeting by proper motion.

The foregoing is a true and correct copy of the By-Laws of Kentucky Polygraph Association, Inc., as adopted by KPA on _____, 2004.

Kentucky Polygraph Association, Inc.

By: _____

Title: _____

Date: _____