

2003 By Laws as approved by 2002 IBD

**HIGH TECHNOLOGY CRIME INVESTIGATION ASSOCIATION, INC. BYLAWS
A California Public Benefit Corporation**

ARTICLE I NAME AND LOCATION OF THE CORPORATION

The name of this corporation shall be the High Technology Crime Investigation Association, Inc. hereinafter known by the acronym HTCIA. The principal office for the transaction of business of the corporation, principal executive office, is located in the State of California, County of Santa Clara. The International Board of Directors may by resolution change the location of the principal executive office and may by resolution establish branch offices at any place where the corporation is qualified to do business.

ARTICLE II OBJECTIVES AND PURPOSES

The objectives and purposes of the High Technology Crime Investigation Association are as follows:

To encourage, promote, aid, and effect the voluntary interchange of data, information, experience, and knowledge about methods, processes among the membership of HTCIA;

To promote a representative, centralized organization to collect, collate, coordinate, and distribute data, information, ideas, knowledge, methods, and techniques by any suitable means in order to improve the efficiency, promote uniformity in investigative methods, and develop matters of mutual interest to the membership of HTCIA.

To establish, encourage, and enforce observation of a Code of Ethics and Standards of Professional Conduct;

To publish and distribute books, pamphlets, periodicals, papers and articles supportive of activities and purposes of HTCIA;

To establish and conduct such committees, bureaus, and offices as are necessary and incidental to the activities of HTCIA;

To conduct surveys, studies, hold conferences, symposiums, seminars, and forums;

To arrange for the presentation of lectures and papers on matters and problems of interest;

To foster, promote, encourage, study, research, facilitate discussion, collect and disseminate information of service or interest to the members of HTCIA or the public at large;

To conduct such other related activities as may be necessary, desirable, or incidental to gaining recognition of accomplishments in the field of criminal investigations involving

advanced technologies, and security within government, business and industry.

CODE OF ETHICS OF PROFESSIONAL STANDARDS CONDUCT

The HTCIA is dedicated to improving methods for investigating and prosecuting crimes involving advanced technologies. Members are dedicated to mutually assisting each other in the pursuit of this goal.

Members will always use what they learn through HTCIA for the betterment of its members and their sponsoring organizations.

Members agree to respect the confidential nature of any information, procedures, or techniques they become aware of because of their involvement with HTCIA.

Members will not disclose such confidential information to anyone who is not a member in good standing of the HTCIA without the written permission from their respective Chapter Board.

Members will never reveal the professional confidences entrusted among one another except under circumstances consistent with the purpose of HTCIA.

Members will never misrepresent their employment, intentions, or professional affiliations.

Members will refrain from even the appearance of impropriety detrimental to the HTCIA, its purpose, or its members.

Members will use their best efforts to support the integrity and competence of HTCIA and prevent the subversion of the association and its purpose.

Members will promote cooperation and mutual assistance among the International Board of Directors and its Chapters.

DEDICATION OF ASSETS

In order to promote the purposes of HTCIA the corporation may hold and manage property, funds, hire employees, and contract for services for any community, charitable, educational, scientific, or civil purposes as set forth in these bylaws.

The property and assets of this nonprofit corporation are irrevocably dedicated to charitable purposes as set out in this Article. No part of the past, present, or future net income or assets of this corporation on dissolution or otherwise, shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private person. Upon dissolution of the corporation, its assets remaining after payment, or provisions for payment, of all debts and liabilities of the Corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which is established under

section 501(c)(3) of the Internal Revenue Code.

NON PARTISANSHIP

This corporation has been formed under the California Public Benefit Corporation Law for the purposes described in this Article; and it shall be nonprofit and nonpartisan. No substantial part of the activities of the corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote.

ARTICLE III

DEFINITIONS

HTCIA

High Technology Crime Investigation Association, Inc. (HTCIA) is a not for profit public benefit training organization incorporated under the laws of California.

MEMBERSHIP

The corporation shall be inclusive of all the chapter members in good standing, all Chapter Officers, all International Executive Officers, and all members of the International Board of Directors.

CHAPTER

A Chapter other than an At Large Chapter shall be a group consisting of a minimum of twenty individuals sharing a geographical location and meeting the necessary requirements for qualifications of membership as set forth in these bylaws.

AT LARGE CHAPTER

At Large Chapters may be created by the International Board of Directors from time to time as necessary to further membership in HTCIA. The purpose of the At Large Chapters will be to accommodate individuals who wish to become members but do not have a chapter in their country or region. The International Executive Committee shall be responsible for the management of the At Large Chapters which shall include deciding membership applications, determining HTCIA dues for the chapter, appointing the chapter President and any other chapter officers as required. The International Treasurer will serve as the At Large Chapter treasurer. The At Large Chapter will not at the International Board of Directors meetings count as a Chapter in the determination of a quorum and shall have no vote at such meeting. The At Large Chapter President may attend, ex officio, the International Board of Director meetings.

CHAPTER MEMBERS

The individual members in good standing of each separate Chapter.

CHAPTER BOARD

The Chapter Board is the governing body of each chapter and shall conduct chapter

business in accordance with the bylaws of this corporation. It shall consist of a President, a First Vice President, a Second Vice President, a Secretary, and a Treasurer.

INTERNATIONAL BOARD OF DIRECTORS

The International Board of Directors is the governing body of the entire corporation and represents all the chapters in HTCIA. The International Board of Directors shall consist of one representative from each chapter who shall be the Chapter President or proxy [See Article VII] . The International Executive Officers shall be ex officio non voting members of the International Board of Directors and shall not count towards a quorum.

INTERNATIONAL EXECUTIVE OFFICERS

The International Executive Officers are the International President, International First Vice President, International Second Vice President, International Secretary, and International Treasurer and are elected by the International Board of Directors in accordance with these bylaws. They are charged with running the day to day responsibilities of the corporation in accordance with their respective duties as set forth in these bylaws and as further established by resolution of the International Board of Directors.

OFFICERS

The International Executive Officers and Chapter Board Officers shall perform the functions normally befitting their respective offices. In particular, the International President is the chief executive officer of the HTCIA corporation and is the presiding chair of the International Board of Directors and the International Executive Officers and may appoint International Board committees and their chairs which must be approved by the IEC. The Chapter President is the chief executive of the Chapter Board and may appoint Chapter committees and their chairs. The First Vice President shall perform the functions of the President in his absence or disability and any other functions assigned to him by the President or the International Board of Directors. In addition, the First Vice President shall succeed to the office of President upon the completion of the International or Chapter Presidents' term. The Second Vice President shall perform the functions of the President in the absence or disability of both the President and First Vice President and any functions assigned to him by the President or the International Board of Directors. The Secretary shall perform the functions of the President in the absence or disability of the President, the First Vice President, and Second Vice President and shall maintain the corporate seal, minutes, records, and official membership roll. The Treasurer shall perform the functions of the President in the absence or disability of the President, the First Vice President, the Second Vice President, and the Secretary and shall maintain the financial and banking records of the corporation.

QUORUM

The necessary quorum for the conduct of business for the International Board of Directors is the International President and a majority of the International Board of Directors. A quorum will be lawful, legal, and official only if all the International Executive Officers and all the Chapter representatives to the International Board of Directors are notified in writing of the

date, time, and place of such meeting.

The necessary quorum for the conduct of Chapter Board business is a majority of the chapter officers; and the necessary quorum for chapter membership meeting is 15% of the members in good standing of that chapter. A quorum will be lawful, legal, and official only if all the Chapter Officers in the event of a Chapter Board meeting or all the chapter members in the event of a membership meeting are notified in writing of the date, time, and place of such meeting.

The necessary quorum for the conduct of business for the International Executive Officers when they meet as a body is a majority of the International Officers.

VOTE

All votes or action to be taken by the Chapter membership, Chapter Board, International Board of Directors, or International Executive Officers require a simple majority vote, unless otherwise stated in these bylaws, of the required quorum for an action to be effective. An abstention by a person constituting a quorum shall count as a negative vote and shall not reduce the number of votes necessary to constitute a majority. Any person with a conflict of interest in a matter before HTCIA should abstain from voting thereon and should note the conflict in the minutes. Whenever a vote is called for under these bylaws except the vote to elect Chapter or International Officers, it must be by an open show of hands or a recorded roll call. If during the International Board of Directors meeting a tie is recorded, International President may cast the deciding vote.

CONSTRUCTION AND DEFINITIONS

Unless stated otherwise, the general provisions, rules of construction, and definition in the California Public Benefit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term, "person" includes both the corporation and a natural person.

HTCIA BUSINESS YEAR, FISCAL YEAR, & TERMS OF OFFICE

The HTCIA business and fiscal year as well as all terms of office for International Officers and Directors and Chapter Officers will begin on January 1st and terminate on December 31st of a calendar year.

HTCIA ANNUAL TRAINING CONFERENCE & BUSINESS MEETING

The HTCIA Annual Training Conference and annual business meeting shall be held in September, October, or November in a place designated by the International Board of Directors.

WRITTEN NOTICE

Whenever the terms "a writing or written service of notice" is used in these bylaws it shall, unless otherwise specified in these bylaws, include any form of hard copy text or electronic text and that service of either a hard copy text or electronic copy text may be served, unless otherwise specified in these bylaws, by either first class United States Postal mail, or next day private commercial delivery service, or FAX, or e-mail. If e-mail is used then there must be a return confirmation from the addressee for it to be effective as service of a written notice.

ELECTRONIC MEETING

International Executive Officers or a Chapter Board or International Board of Directors may conduct and participate in a meeting through use of conference telephone, or similar communication equipment, so long as all members participating in such meeting can reasonably communicate with one another in real time. The participation and any action or vote taken during an electronic meeting shall constitute personal presence at the meeting and a legal action. Notice of any such meeting is subject to the quorum and notice provisions of these bylaws and shall state that it will be an electronic meeting. Any e-mail vote taken must have a return confirmation from the addressee that he has received the e-mail request for a vote. The notice of an electronic meeting or vote must be by e-mail and either United States Postal Service or Express Mail hard copy notice.

The Quorum for an Electronic Meeting shall be determined separately for each and every electronic vote on a motion or action submitted to the IBD, IEC, or Chapter Board by adding together all the yes, no, and abstention votes cast. An abstention must be clearly stated as such by the delegate in order for it to be considered as an abstention. A person who fails to respond or fails to vote either yes, no or abstain on a particular motion or action shall be deemed as not present and shall not be counted as part of the quorum. The presiding officer shall set a date in the notice of the electronic vote by which all votes must be cast and returned in order to be counted but in no event shall that date be no earlier than twenty-one (21) days from the date the notice. The presiding officer shall calculate if there is a quorum for each vote and then whether the motion or action passed or failed. The results shall be posted to the HTCIA Web site.

ARTICLE IV OFFICE QUALIFICATIONS & ELECTIONS

CHAPTER BOARD

Each year, at the Chapter annual meeting held during the months of September , October, or November the Chapter membership shall nominate and then choose by secret ballot vote the Chapter Officers: the First Vice President, the Second Vice President, the Treasurer, and the Secretary. The First Vice President for any calendar year shall automatically become the President for the year following his service as the First Vice President. The express purpose for this period of service is to supply cohesion and continuity. In the event a First Vice President can not succeed to the office of President, the membership shall nominate a person with prior service as an officer in

the Chapter and then elect a President by secret ballot.

Nominations for First Vice President, Second Vice President, Secretary, and Treasurer must be made in person, from the floor. Nominees must know the duties of the office they are being nominated to and must have committed themselves to the nominating member to accept the nomination. The Chapter Secretary will prepare written ballots with all the names of the nominees contained thereon, and mail the ballots to all the individual, paid-up members. The candidate with the greatest number of votes for an office will be elected. These ballots will be sequentially numbered to ensure the validity of the procedure. All ballots must be returned to the Secretary within thirty days. All ballots received after that will not be lawful votes and shall not be counted. The ballots shall remain sealed until such time the Chapter Secretary and two (2) members of the Chapter who are not nominees appointed by the Chapter President, are gathered for the purpose of opening and tallying the ballots. All persons who participate in the opening and counting of ballots shall initial each ballot and the tally form representing the election results.

The election results shall be announced by the Chapter President at the next meeting and notice of the results sent to the International Secretary. The new officers shall automatically take office on January 1st.

All ballots shall be presented to the Chapter Board upon completion of the tally. The ballots shall be maintained for a period of one (1) year by the Chapter Board and made available, upon demand, to any member of the Association, for purpose of verification.

INTERNATIONAL EXECUTIVE OFFICERS

Each year, at the HTCIA annual conference, the International Board of Directors shall choose by secret ballot vote the International Executive Officers: the First Vice President, the Second Vice President, the Treasurer, and the Secretary. The First Vice President for any calendar year shall automatically become the President for the year following his service as the First Vice President. The express purpose for this period of service is to supply cohesion and continuity. In the event a First Vice President can not succeed to the office of President, The International Board of Directors shall nominate preferably someone with prior International Executive Officer experience and then by secret ballot vote elect a President.

Thirty (30) days before the annual business meeting the International Secretary shall call for nominations for the position of First Vice President, Second Vice President, Secretary, and Treasurer. The International Secretary shall post upon receipt all nominees and their resume on the HTCIA Web page. Nominations may be made from the floor at the annual business meeting. The nominations and election must occur on a day that the annual training conference is in session. The candidate with the greatest number of votes for an office will be elected.

The vote shall be counted and recorded by tally committee of three directors who are not nominees appointed by the President. The President shall announce the results and introduce the new International Executive Officers to the International Board of Directors and the membership

present. The new officers will automatically take office on January 1st.

All ballots shall be presented to the International Board of Directors upon completion of the tally. The ballots shall be maintained for a period of one (1) year by the International Board and made available, upon demand, to any member of the Association, for purpose of verification.

QUALIFICATIONS

The International Board of Directors, International Executive Officers and Chapter Board Officers must be members of HTCIA for two consecutive years in good standing with the exception of the new chapters an meet the qualifications as set forth in these bylaws.

TERMS OF OFFICE

The International Executive Officers term of office is one (1) business year. No member of the International Executive Officers may serve more than five successive terms as an International Officer and may not serve more than two years successively in the same position.

The International Directors term of office is one (1) business year. No member of the International Executive Officers may serve more than five successive terms as an International Director.

The Chapter Board Officers term of office is one (1) business year. No member of the Chapter Board may serve more than five successive terms as a Chapter Officer and may not serve more than two years in the same position.

All Chapter Board Officers, International Executive Officers, and International Board of Directors shall continue in office past the expiration of their term in office if and until their office is filled by an election unless they were removed from office pursuant to these bylaws.

COMPENSATION

The International Board of Directors, the International Executive Officers, and Chapter Board Officers shall serve without compensation.

ARTICLE V MEMBERSHIP

Membership in this organization shall be limited to:

- 1) Law enforcement personnel, investigators, technicians or specialists, and prosecuting attorneys engaged in the investigation and prosecution of criminal or civic activities in which computers and/or other advanced technologies are utilized. A member shall be in the employ of a federal, state or local government entity.
- 2) Private/public sector employees or those employees of a not for profit organization who are

employed as management or senior staff security level personnel whose primary duties are for corporate security investigations in a high technology environment by virtue of their position or interest can provide, or have a need for, information, training in the areas of security or computer investigations, or other high technology environments.

3) Members in good standing who retire or transfer from their employment whose continued membership is desirable and beneficial to HTCIA. Members in this category shall be granted continued membership subject to the approval of their Chapter Board.

4) Members must be of high moral and ethical integrity.

5) No member by virtue of their employment be in a position to represent or assist the defense in a criminal prosecution.

6) Membership may be denied if the applicant or any organization to which the applicant may belong has aims or interests which conflict with the goals and purposes of the Corporation.

7) Having met all qualifications for membership in the HTCIA, no applicant will be denied membership on the basis of sex, color, race, religion or ethnic origin.

8) The International Board of Directors shall make the final determination as to eligibility.

LIFE MEMBERSHIP

Life membership may be granted to members in good standing on the following terms and conditions:

1) The applicant is fully retired and has made an outstanding contribution, or performed an outstanding service to the HTCIA.

2) The Chapter Board or the International Board of Directors may nominate a member in good standing for Life Membership status. The International Board of Directors must approve the nominee for Life Membership status.

3) After the completion of the HTCIA's International President's term in office, he shall automatically receive life membership status.

4) Life membership shall be exempt from all dues and assessments, with the exception of those fees and expenses incurred by the member for HTCIA sponsored events in which the member chooses to participate.

CLASSIFICATION OF MEMBERS

The Corporation shall have one class of member. Each member of each Chapter shall have equal

voting and other rights, including the right to vote for the officers on the Chapter Board, and to participate in the management of the Chapter business in accordance with the applicable provisions of the bylaws, and to hold any office in HTCIA to which a member may be elected or appointed in accordance with these bylaws.

ADMITTANCE

Admittance to membership requires a majority vote of the Chapter Board. Applications for membership, shall be submitted to the Chapter Board officer in charge of membership. The basic application for membership into the HTCIA shall be designated by the International Board of Directors.

A membership shall be limited to the balance of any calendar year after which time all memberships are subject to a review by a Chapter Membership Committee appointed by the Chapter Board. The annual membership review will require that a membership renewal form be completed. The basic renewal application and procedures for the processing of membership applications shall be designated by the International Board of Directors in accordance with these bylaws. Memberships are not automatically transferable between Chapters. Each Chapter shall forward by January 30th of each business year to the International Secretary a list of current active members names and employers along with their addresses, phone, fax, and e-mail information. Any member may challenge a proposed member as to their eligibility to the International Board of Directors.

AUTOMATIC TERMINATION OF MEMBERSHIP

The membership of any member shall be automatically terminated upon the following events:

- 1) The resignation of the member.
- 2) The failure of a member to pay annual dues in the amount set by the Chapter and within the times set forth in these bylaws.
- 3) The member no longer meets the requirements for membership as set forth in these bylaws.

TERMINATION OF MEMBERSHIP FOR CAUSE

The membership of any member may be terminated for cause due to a violation of Article II of these bylaws provided that the following procedures are followed:

- 1) A notice from the International Executive Officers may only be sent by prepaid, registered U.S. mail to the most recent address of the member as shown on the corporation's records, setting forth the reasons for expulsion. Such notice shall inform the member that unless he files a demand for a hearing under these bylaws within fifteen (15) days from the date of the post date of the notice he

will be expelled as a member from HTCIA the expulsion is final and irrevocable. The demand for a hearing by the member must be in writing and sent to the International Secretary.

2) The member being expelled shall be given an opportunity to be heard within fifteen (15) days of receipt of a demand by the International Secretary. The hearing will be held by a Special Member Expulsion Committee composed of three members one of which is appointed by the International President, and one of which is appointed by the member's Chapter President, and one of which is selected by the member. Written notice of the hearing shall be sent to the member being expelled and shall state the date, time and place of the hearing of the proposed expulsion.

3) The Special Expulsion Committee shall submit its written report containing a recommendation to the International Executive Officers and the member within fifteen (15) days. The report can be made available to the International Executive Officers via the International President. The International Executive Officers shall, after reading the report, make the decision which is final. Expulsion of a member shall be made a part of the minutes of the next regular or a special meeting of the International Board of Directors. The International Executive Officers shall notify in writing the member and the member's Chapter Board of its decision.

4) Any person expelled from the HTCIA shall receive a refund of dues or assessments already paid. The refund shall be prorated to return only the accrued balance remaining for the period of the dues year.

5) The removal for cause of **any officer from office for failure** to perform his duties, or for misconduct, or for violating these By-laws shall be conducted and follow the same procedure and form as set forth in this Article for the removal of a member.

NEW CHAPTER AFFILIATION

Those individuals desiring to start a new HTCIA chapter must apply for chapter status to the International Board of Directors via application as designated by the International Board of Directors. A new chapter must meet the following qualifications to apply for HTCIA chapter status:

1. Must have 20 members which meet the membership qualifications for HTCIA as set forth in these bylaws.

2. Must agree to the financial obligation as stated in the HTCIA Treasurer's Manual.

3. The application for new chapter status must reach the International Board of Directors no less than forty five days before the annual International Board of Director's meeting.

4. The vote for a new chapter membership will take place at the annual International Board of Directors meeting.

ARTICLE VI FINANCIAL RECORDS & DUES

Annual dues in an amount determined by the International Board of Directors will be assessed each member of each Chapter and shall be collected in a manner proscribed by the International Board of Directors and forwarded to the International Treasurer no later than the last day of March of each year.

At the time of payment of dues, the member's name, employer, address, phone number, FAX number, e-mail address shall be collected and forwarded to the International Secretary.

Annual Chapter dues shall be determined no later than thirty days before the beginning of the HTCIA fiscal year by the Chapter Board who shall immediately inform the International Office of their decision. The Chapter dues shall be collected in the manner prescribed by the International Board of Directors.

At the time of the payment of dues a renewal application must be completed and submitted to the Chapter Board for approval.

The International Executive Officers in accordance with any resolutions of the International Board of Directors shall issue a treasurer's manual. The International Treasurer is responsible for the dissemination of the manual to all Chapter Boards.

All Chapters must abide by and follow the requirements and guidelines set forth in the HTCIA Treasurer's Manual.

ARTICLE VII CONDUCT OF HTCIA MEETINGS

RULES OF ORDER

The Robert Rules of Order, as amended from time to time, shall govern the meetings insofar as those Rules are not inconsistent with or in conflict with these Bylaws, the Articles of Incorporation of the Corporation, the law, or rules governing agenda motions, and related matters.

WAIVER BY ATTENDANCE

Attendance by a person at a meeting shall constitute a waiver of notice of that meeting, except when the person objects at the beginning of the meeting to the transaction of any business due to the inadequacy or illegality of the notice of the meeting or to object to the consideration of matters not included in the notice of the meeting, if that objection is expressly made at the meeting.

ADJOURNMENT

During any meeting of a Chapter membership, Chapter Board, International Board of Directors, or International Executive Officers, a majority of those present, whether or not a quorum is present may adjourn any meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice of the adjournment to another time or place must again be given all members who had to be given notice of the original meeting informing them of the new date, time and place.

TRANSACTIONS OF THE CHAPTER BOARD, INTERNATIONAL BOARD, & INTERNATIONAL EXECUTIVE OFFICERS

Except as otherwise provided in these bylaws, or by law, every act or decision made by the International Executive Officers, International Board of Directors, or the Chapter Board, at a meeting duly held at which a quorum was present, is the act of the group, as is required by law, or these bylaws. Every act or decision made by the International Executive Officers, International Board of Directors, or the Chapter Board at a meeting must be recorded in the minute book of records.

CHAPTER MEMBERSHIP, CHAPTER BOARD, & EXECUTIVE INTERNATIONAL OFFICERS MEETINGS FREQUENCY

The Chapter Officers and International Officers must each meet at a minimum once in each quarter of the HTCIA business year. The Chapter Board shall provide a written report on their meeting to the chapter membership within thirty (30) days of their meeting. The International Officers shall provide to the International Board of Directors within thirty (30) days of their meeting a written report of the minutes of their meeting, a detailed statement of the corporation's income and disbursements for the fiscal quarter, and any significant issues. Chapter membership meetings should be held regularly and at least four times a year. The International Board of Directors shall meet at least once a year at the annual business meeting and at other times as necessary. Any member in good standing may attend his Chapter Board meeting as a non voting observer. Any International Director may attend an International Executive Officer meeting as a non voting observer.

NOTICE OF CHAPTER MEMBERSHIP MEETINGS & INTERNATIONAL BOARD OF DIRECTORS MEETINGS

A notice of Chapter Membership meeting and a notice of International Board of Directors meeting shall be given in writing not less than ten (10) days or more than ninety (90) days before the date of the meeting and shall specify the date, time, place and purpose of the meeting.

NOTICE OF CHAPTER BOARD & INTERNATIONAL EXECUTIVE OFFICERS MEETING

A written notice specifying the date, time, place, and purpose of a Chapter Board meeting or International Executive Officers must be sent to all Chapter officers or International Officers respectively ten (10) days before the meeting.

POWER TO CALL MEETINGS

The Chapter President or a majority of the Chapter Board may call a Chapter Membership meeting or Chapter Board meeting. The International President or a majority of the International

Executive Officers may call a meeting of the International Board of Directors or the International Executive Officers meeting.

Ten or more members of a Chapter may call a Special Chapter meeting; ten or more directors may call a Special meeting of the International Board of Directors.

SPECIAL CHAPTER OR INTERNATIONAL BOARD OF DIRECTORS MEETING

When ten (10) or more members in good standing or directors sign a written petition for a special meeting of their respective Chapter or International Board of Directors meeting, it shall state the specific purpose of the meeting. The petition must be given to the either Chapter or International Secretary who shall then send a written notice out to the either the Chapter membership or the International Board of Directors as appropriate. Except as set forth in the notice of a special meeting no other business may be conducted at such special meeting or adjournment of special meeting.

AGENDA

The International President shall draft the agenda for the International Executive Officers meetings and the International Board of Directors meetings. The International President must include on the agenda a section for new business at which time International Officers or International Directors may raise issues not included on the agenda for discussion or action at their respective meetings. This shall not apply at a Special meeting at which the agenda is limited to the subjects in the meeting notice.

CHAPTER DISSOLUTION

The International Executive Officers shall be notified in writing at least thirty (30) days prior to any Chapter meeting at which the a resolution to dissolve the Chapter is to be discussed. Written notice of a resolution to dissolve a chapter must sent thirty (30) days before but not more than ninety (90) days before, a special meeting to dissolve the Chapter. In addition, a notice must be published at least once in a newspaper of general circulation in the area covered by the Chapter.

PROXIES

Every International Director entitled to vote shall have the right to do so either in person or by one or more agents authorized by a written proxy, signed by the person and filed with the International Secretary. A proxy shall be deemed signed if the director's name is placed on the proxy (whether by manual signature, typewriting, telegraphic transmission, or otherwise) by the member or the member's attorney in fact.

REVOCABILITY

A validly executed proxy that does not state that it is irrevocable shall continue in full force and effect unless:

1) it is revoked by the member executing it, before the vote cast pursuant to the proxy, in writing delivered to the International Secretary stating that the proxy is revoked by a subsequent proxy executed by such member; or

2) by personal attendance and voting at a meeting by such member; or

3) written notice of the death or incapacity of the maker of the proxy is received by the International Secretary before the vote pursuant to that proxy is counted; provided, however, that no proxy shall be valid after the expiration of eleven (11) months from the date of the proxy. The revocability of a proxy that states on its face that it is irrevocable shall be governed by the provisions of the California Public Benefit Corporation Law.

FORM OF SOLICITED PROXIES

In an election of International Executive Officers, any form of proxy that is marked by a member/Director "withhold," or otherwise marked in a manner indicating that the authority to vote for election of International Executive Officers is withheld, shall not be voted either for or against the election of an International Executive Officer. Failure to comply with this paragraph shall not invalidate any Corporate election taken, but may be the basis for challenging the proxy at a meeting.

ARTICLE VIII RECORDS AND REPORTS

INSPECTION RIGHTS

Any member in good standing of the HTCIA may:

1) inspect and copy the records of member's names and addresses and voting records during usual business hours with five (5) days prior written demand to the Chapter Board, stating the purpose for which the inspection is requested; and

2) obtain from the Chapter Secretary, on five (5) days prior written demand and on the tender of the Chapter Secretary's usual charges for such a list, if any, the following: (a) a list of names and addresses of members who are entitled to vote for the election of Chapter Board; (b) their voting rights, as of the most recent record date for which that list has been compiled or as of a date specified by the member after the date of demand stating the purpose for which the list is requested. This list shall be made available within ten (10) days after the demand is received.

Any inspection and copying under this section may be made in person or by an agent or attorney of the member and the right of inspection includes the right to copy and make extracts.

MAINTENANCE AND INSPECTION OF THE BYLAWS

The corporation shall keep at its principal executive office as well as file with the State of California, the original or a copy of the bylaws as amended to date, which shall be open to inspection by the members at all reasonable times during office hours. Every member in good standing is entitled to a copy of the bylaws upon written demand to the International Secretary.

MAINTENANCE AND INSPECTION OF OTHER CORPORATE RECORDS

The accounting books, records, and minutes of the proceedings of the International Board of Directors and the International Executive Officers and any committee's appointed by said Board shall be kept at such place as designated, at the principal executive office of the Corporation. The minutes shall be kept in written or typed form, and the accounting books and records shall in any other form capable of being converted into written, typed, or printed form. The minutes, and accounting books and records shall be open to inspection on the written demand of any member, at any reasonable time during usual business hours, for a purpose reasonably related to the members interests as a member of this corporation. The inspection may be made in person or by an agent to attorney, and shall include the right to copy and make extracts.

The accounting books, records, and minutes of proceedings of the members and the Chapter Board and any committee's of the Chapter Board shall be kept at such place or places designated by said Board, or, in the absence of such designation, at the principal executive office of the corporation. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed, or printed form. The minutes and accounting books and records shall be open to inspection on the written demand of any member at any reasonable time during usual business hours, for a purpose reasonably related to the member's interests as a member. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts.

INSPECTION BY AN INTERNATIONAL BOARD OF DIRECTOR

Every International Board Director shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind and the physical properties of the corporation and each of its subsidiary Chapters.

This inspection by a director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents at no cost.

ANNUAL REPORT

The annual report to members referred to in the California Nonprofit Corporation Law is expressly dispensed with, but nothing in these Bylaws shall be interpreted as prohibiting the

International Executive Officers from issuing annual or other periodic reports to the members of the Corporation. However, the International Executive Officers shall provide to the International Board of Directors within sixty (60) days of the close of the corporate fiscal year and to those members who request it in writing, a report containing the following information in reasonable detail:

- 1) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.
- 2) The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- 3) The revenue of receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year.
- 4) The expenses of disbursements of the corporation, for both general and restricted purposes, during the fiscal year.
- 5) Any information required by California Corporations Code, Section 6322.

THE AUDIT COMMITTEE

The new International President shall in January of each year appoint an Audit Committee, which shall have at least three members who do not have signatory authority over any corporate financial accounts. They shall themselves conduct or supervise an audit of the corporate books and shall make a written report to the International Board of Directors by April 15th. The Audit Committee can be empowered by the International President to engage an accountant to conduct such audit.

ARTICLE IX AMENDMENT OF BYLAWS

The corporate bylaws of HTCIA may be amended by giving written notice to all members of the International Board of Directors thirty (30) days prior to any regular or special meeting of an intention to amend the bylaws and the specific language of the amendment. If any meeting held pursuant to a notice to amend the bylaws is adjourned more than 24 hours, then all directors must again be given thirty (30) days notice of an intent to amend the bylaws and the specific language of the amendment.

The International Board of Directors may amend the bylaws by a majority vote of the entire Board of Directors which must be a recorded roll call vote of each Director and maintained for one year by the International Secretary. A majority vote is 50 percent of the entire International Board of Directors plus one vote.

END OF BYLAWS

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the presently elected corporation's International Secretary of the High Technology Crime Investigation Association, a California public benefit corporation, and the above bylaws consisting of nineteen(19) pages, are the amended bylaws of this Corporation adopted by a majority vote of HTCIA International Board of Directors after a discussion at the annual conference of 2002 held in Atlantic City, New Jersey.

_____, _____, 20____
Secretary, HTCIA

International