

# By-Laws of the International Association for Identification

A Delaware Non-Profit Corporation  
as amended through August 12, 2011

## Article I Offices

**Section 1.01 Principal Executive Office.** The principal executive office for the transaction of the activities and affairs of the International Association for Identification (I.A.I.) is to be located at a location designated by the Board of Directors. The Chief Operations Officer of the I.A.I. shall be responsible for supervising the operation of the principal executive office.

**Section 1.02 Other Offices.** Paragraph 1.01 shall not be interpreted to limit any officer of the I.A.I., any member of the Board of Directors to include the chairperson, any member of any Committee or Subcommittee to include the chairperson, or any person or business contracted to perform any function from sending and receiving mail, telephone messages, electronic messages, and fax messages for the I.A.I. These addresses and telephone numbers may be used without any prior approval. The Board of Directors may at any time establish branch or subordinate offices at any place or places where the I.A.I. is qualified to conduct its activities.

## Article II Membership

**Section 2.01 Application for Active or Associate Membership.** Application for Active or Associate Membership shall be made using the official I.A.I. membership application form and the completed form shall be submitted directly to the Chief Operations Officer of the I.A.I. along with the annual dues and assessments established in accordance with the provisions of these By-Laws. The procedures for the review and approval or rejection of each membership application shall conform to the provisions of these By-Laws and the Operations Manual. The Board of Directors is authorized to approve procedures for applying for, and/or designating individuals in other categories of membership not specifically covered in other sections of these By-Laws and/or the Operations Manual.

**Section 2.02 Active Membership.** The active membership of the I.A.I. shall consist of persons actively engaged as an examiner, analyst, practitioner or supervisor in the forensic sciences. Active members shall not lose their status because of retirement or change of position, so long as they remain in good standing, and they may hold office. All Active Members shall be entitled to one (1) vote with respect to each matter presented to the membership of the I.A.I. for a vote, shall receive one (1) copy of the annual I.A.I. Membership Directory, and shall receive one (1) copy of each of the issues of the Official I.A.I. Journal. The annual dues for Active Members shall be in conformance with the provisions of Article XIII, Section 13.01 of these By-Laws.

**Section 2.03 Life Active Membership.** All Active Members who have paid their annual membership dues and assessments for the past consecutive twenty-five (25) years and all Past Presidents shall be automatically designated as Life Active Members. Life Active Members shall be exempt from the payment of annual dues and assessments. Life Active Members shall be entitled to all the privileges of an Active Member to include voting rights.

**Section 2.04 Sustaining Active Membership.** Any Active Member in good standing who pays a one time, non-refundable sum of money equal to ten (10) times the current annual dues for an Active Member, shall be designated as a Sustaining Active Member. Sustaining Active Members shall be exempt from the payment of all further dues and assessments and shall be entitled to all the privileges of an Active Member to include voting rights.

**Section 2.05 Associate Membership.** All reputable persons, fully or partially engaged in any of the various phases of the forensic sciences, and who are not qualified for Active Membership, are hereby eligible to become Associate Members. They shall, in all respects, be subject to the same rules, fees and charges and entitled to the same rights and privileges as Active Members, except that they shall not be

entitled to election to the Offices of Vice President or President. The annual membership dues for Associate Members shall be in conformance with the provisions of Article XIII, Section 13.01 of these By-Laws.

**Section 2.06 Life Associate Membership.** All Associate Members who have paid their annual membership dues and assessments for the past consecutive twenty-five (25) years shall be automatically designated as Life Associate Members. Life Associate Members shall be exempt from the payment of annual dues and assessments. Life Associate Members shall be entitled to all the privileges of an Associate Member to include voting rights.

**Section 2.07 Sustaining Associate Membership.** Any Associate Member in good standing who pays a one time, non-refundable sum of money equal to ten (10) times the current annual dues for an Associate Member, shall be designated as a Sustaining Associate Member. Sustaining Associate Members shall be exempt from the payment of all further dues and assessments and shall be entitled to all the privileges of an Associate Member to include voting rights.

**Section 2.08 Honorary Membership.** Honorary Membership shall consist of persons who have performed some particular service for the I.A.I., or who have assisted the Forensic Science Community, or who have in some way performed some meritorious act for law enforcement. Such person or persons, upon motion of any member in good standing, may be designated as an Honorary Member for a period of one (1) year by the Board of Directors or by a majority vote at an annual General Membership Meeting. Honorary Members shall be excused from the payment of dues and assessments for the entire period of their Honorary Membership. This includes a waiver of dues and assessments for any other I.A.I. Membership the Honorary Member has for the entire period of his or her Honorary Membership. Unless the Honorary Member is eligible to vote or hold office under another Membership Status, an Honorary Member shall not be eligible to vote or hold office.

**Section 2.09 Distinguished Membership.** Distinguished Membership may be conferred only on a Member by a majority vote of the I.A.I. Board of Directors in recognition of the Member's superior efforts in the furtherance of the aims and purposes of the I.A.I. A Distinguished Member retains all the rights, privileges, and obligations of the class of membership he or she held prior to being designated as a Distinguished Member.

**(a.) Application.** Application for Distinguished member status shall be made to the Chief Operations Officer of the Association on the designated form. In addition to the completed application form, copies of supporting documentation shall be provided by the applicant (e.g. copies of articles, conference registrations, etc.). It shall be the responsibility of the applicant to gather all such documentation pertaining to their application. Upon confirmation by the Chief Operations Officer (or a committee designated by the President) that the applicant meets the established criteria, the application shall be forwarded to the Board of Directors for consideration. Upon affirmative vote of the Board of Directors the designation of "Distinguished Member" shall be conferred. A certificate will be issued by the Chief Operations Officer to the recipient in recognition of their attainment.

**(b.) Eligibility.** Any eligible member who accrues ten (10) points in the manner outlined below and who has not been censured or otherwise disciplined during the period of membership is eligible to apply. Accrual of points is retroactive at full rate, except as noted below:

**(1.) Publication.** Publication Points (minimum of 4 points, maximum of 6 points)

Articles/Technical Notes published, authored/co-authored in the I.A.I. Official Publication

Articles/Technical notes Published after July 1987  
in the Journal of Forensic Identification ..... 2 points

Articles Published in the Identification News ..... 1 point

Each Case Report published in the  
Journal of Forensic Identification ..... 1 point

Articles published, authored/co-authored in an  
I.A.I. Official Training Manual..... 2 points

Editorial service: for each year serving on the editorial  
review board of the Journal of Forensic Identification  
(maximum of 2 points) ..... ½ point

**(2.) Participation.** Association Participation Points (Minimum of 4 points,  
maximum of 6 points)

Attendance at I.A.I. International Educational  
Conference attendance (maximum of 2 points)..... 1 point

Officer/Board of Directors Member/Certification  
Board Member/Committee Member (maximum 3 points)..... 1 point

Participation in a Conference Host Committee  
(maximum of 1 point per year) ..... 1 point

Presentation of a lecture or workshop at an  
I.A.I. Annual Educational Conference ..... 1 point

**(3.) Philanthropy.** Association Participation Points (maximum of 2 points)

Recognition level support of an IAI foundation ..... 2 points

**(4.) Association Recognition.** Recipient of an IAI recognition award  
(maximum of 4 points)

John A. Dondero Memorial Award..... 2 points

Good of the Association Award ..... 1 point

Dedication to Service Award..... 1 point

Past President..... 1 point

**Section 2.10 Student Membership.** Student Membership shall consist of all persons who are full-time college students at an accredited college with a major in a law enforcement and/or forensic science related field. Student members shall not be eligible to vote or hold office.

**Section 2.11 Member In Good Standing.** An I.A.I. member shall be considered to be a “member in good standing”, as long as the member is not currently under suspension. During suspension, the individual shall still be subject to investigation in conformance with Article XVI, and disciplinary action.

**Section 2.12 Investment of Sustaining Membership Funds.** The original amounts paid for sustaining memberships shall be forever kept and maintained as and for a permanent life membership fund, separate from other accounts and investments. The principal accumulated fund will be kept intact in perpetuity, and only interest and dividends paid in cash on bank deposits or other investments shall be available for general use.

### **Article III Educational Conferences and Membership Meetings**

**Section 3.01 Place of Educational Conferences.** The place of the Annual I.A.I. International Educational Conference and any other Special Educational Conferences or Seminars called by the President or the Membership, shall be held during the consecutive dates and at a location within or

without the State of Delaware, to include any location anywhere in the world, as shall be approved by the Board of Directors in conformance with the provisions of Article IV, Section 4.02 of these By-Laws. The dates and place of any Educational Conference or Seminar shall be included in any required notice of the Educational Conference or Seminar.

**Section 3.02 Notice of Educational Conference.** The dates and place of all I.A.I. Educational Conferences and Seminars shall be published in the official Journal and/or the official Membership Directory at least 90 days prior to each Conference or Seminar.

**Section 3.03 Opening Ceremonies and Educational Programs.** The Opening Ceremonies and educational programs of all I.A.I. Educational Conferences and Seminars shall conform to the provisions of the Operations Manual.

**Section 3.04 Annual General Membership Meeting.** The Annual General Membership Meeting of the I.A.I. shall be held on the last day of the Annual IAI International Educational Conference, except when a Substitute Annual General Meeting is approved by the Board of Directors as authorized in Article IV, Section 4.08. The purpose of the General Membership Meeting shall be to elect officers of the Association and members of the Board of Directors and to transact such other business as may be properly brought before the Annual General Membership Meeting. The President shall be the presiding officer and the Chief Operations Officer shall be the recording Secretary.

**Section 3.05 Substitute Annual General Membership Meeting.** If the Annual General Membership Meeting of the I.A.I. cannot be held on the day designated in Article III, Section 3.04 above, a Substitute Annual General Membership Meeting shall be designated by the Board of Directors in accordance with the provisions of Article III, Sections 3.06 and 3.07 below. A meeting so called shall be designated and treated for all such purposes as the Annual General Membership Meeting.

**Section 3.06 Special Meetings.** Special Membership Meetings may be called at any time by the Board of Directors in accordance with the notice requirements in Article III, Section 3.07.

**Section 3.07 Notice of Special Meetings.** Written or printed notice stating the time, date(s), and location of substitute General Membership Meetings, and all Special Meetings shall be delivered not less than thirty (30) days before the date thereof, either personally or by mail, by or at the direction of the Board of Directors, the President, the Chief Operations Officer, or other person calling the Meeting, to each member of record who is qualified to vote at the meeting. If mailed, such notice shall be deemed to be delivered when deposited, postage prepaid, in the United States Mail addressed to all members in good standing at their last known mailing address as it appears on the record of members of the I.A.I. Provided however, that any notice of a Special Meeting shall be deemed delivered if printed in any official publication of the I.A.I. deposited, postage prepaid in the United States mail addressed to all members in good standing at their last known mailing address as it appears on the record of members of the I.A.I., at least thirty (30) days prior to the date of such Meeting. The notice of any Special Meeting shall specifically state the purpose(s) for which the Meeting is called.

**Section 3.08 Quorum.** At the General Membership Meeting, a quorum shall consist of 41 voting members. If there is no quorum at the opening of a General Membership Meeting, such meeting shall be immediately adjourned without further notice until a quorum is present. At any reconvening of an adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the original meeting. After a quorum has been established at a meeting, the subsequent withdrawal of members so as to reduce the number of members entitled to vote below the number required for a quorum shall not affect the validity of any action taken at the meeting or any reconvening of an adjourned meeting thereof.

**Section 3.09 Vote by Membership.** Except as required by law, the Certificate of Incorporation, the Constitution, or other provisions of the By-Laws, the vote of a simple majority of the members in good standing at a General Membership Meeting shall constitute the final decision of the I.A.I. Each person at the meeting shall have one vote and no proxy votes are permitted.

**Section 3.10 Parliamentary Rules.** All I.A.I. membership meetings shall be governed by Robert's Rules Of Order: the edition as specified in the Operations Manual, insofar as such rules are not inconsistent with or in conflict with the provisions of law, the Certificate of Incorporation, the Constitution,

the By Laws, or the Operations Manual. Further the edition number of Robert's Rules of Order to be used for the upcoming year shall be published in the IAI Membership Directory for that year.

**Section 3.11 Financial Report From Annual IAI International Educational Conference.** The Chief Operations Officer of the International Association shall publish as an attachment to the annual financial statement a brief financial report that summarizes all the income, expenses, and profit or loss from the Annual IAI International Educational Conference. On this financial report, the total expenses shall be subtracted from the total income to determine the profit or loss. Once this brief financial report is approved, any profit listed in this report shall be distributed by the Chief Operations Officer in conformance with the provisions of Section 3.12.

**Section 3.12 Distribution of Profit or Loss from Annual IAI International Educational Conference or Regional Seminar.** If there is a loss, the loss shall be born entirely by the International Association for Identification. If the Annual IAI International Educational Conference or a regional seminar results in a financial profit, this profit will be distributed as follows:

**(a.) Co-Host of Annual IAI International Educational Conference.** To be considered a co-host, a charter division must either present a bid to the Board of Directors to be the co-host or be asked by the association to be a co-host. If there is a charter division co-host, the charter division co-host will receive a percentage of the profit as listed in sub-sections 1 through 3 below. The parent body will receive the remainder of the profit.

**(1.) 5% of Profit To Co-Host.** The co-host division must perform the following conference related tasks to receive 5% of the profits from the I.A.I. Annual Conference.

**(a.) Point of Contact.** The co-host division must provide one individual who will be a single point of contact responsible for coordination with the Conference Planner.

**(b.) Division Mailing List.** The co-host division must provide a complete mailing list for the Division's membership in order to market the Conference directly to those individuals.

**(2.) 15% of Profit To Co-Host.** In addition to the conference related tasks list in sub-paragraph (1.) above, the co-host division must perform the following conference related tasks to receive 15% of the profits from the I.A.I. Annual Conference.

**(a.) Additional Duty of Point of Contact.** The individual serving as single-point-of-contact will also be responsible for coordinating the volunteers from the co-host division.

**(b.) Provide Volunteers.** The co-host division must provide six volunteers to be assigned as needed (e.g. registration, runners, etc.) during the I.A.I. Annual Educational Conference.

**(c.) Provide Contacts for Local Dignitaries.** The co-host division must provide local dignitary contact information for Opening Ceremonies and provide ideas for an acceptable key-note speaker.

**(d.) Group Photograph.** The co-host division must provide a photographer and means of developing photographs for the Conference Group Photograph (revenues received from the sale of the photographs to attendees would go to the Division to offset paper and reproduction costs and hopefully to provide a profit).

**(e.) Photographic Support.** The co-host division must provide a photographer to photograph dignitaries, general public relations photography, to photograph events of historical value to the association, and any other photographs as deem necessary by a representative of the I.A.I. throughout the Conference week and provide the film to the IAI.

**(f.) Meeting Rooms for Co-host Functions.** The co-host division must Advise the I.A.I. Conference Planner of all meeting room requirements (including those for food functions) needed by the Co-host Division during the Conference week.

**(g.) Security.** The co-host division must provide security for after hours during the Conference day for exhibit area if needed. That could be explorer scouts, reserve police, sheriff's deputies or other. Help determine best security outside of the Conference day (evenings), such as when the exhibit area and classroom areas will be closed.

**(3.) 25% of Profit To Co-Host.** In addition to the conference related tasks list in sub-paragraphs (1.) and (2.) above, the co-host division must perform the following conference related tasks to receive 25% of the profits from the I.A.I. Annual Conference.

**(a.) Pre-conference Meetings.** The individual serving as single-point-of-contact will also be available for all pre-conference meetings called by the Conference Planner prior to the Conference (typically two such meetings).

**(b.) Provide Additional Volunteers.** The co-host division must provide four additional volunteers to be assigned as needed (e.g. educational program runners, etc.) during the I.A.I. Annual Educational Conference.

**(c.) Identify Awards/Engraving Support.** The co-host division must identify local companies that can assist with trophies/awards/engraving.

**(d.) Identify Tour Venues.** The co-host division must identify tour venue possibilities for spouses and others.

**(e.) Identify Mid-week Social Function.** The co-host division must identify potential off-site event locations for the mid-week social function. The final decision of this event is reserved to the IAI.

**(f.) Outside Workshop.** The co-host division must provide information for an off-site location where a workshop "dig" could be coordinated. If this event is to occur, the co-host division must assist with the procurement of transportation, and all requirements for the outside event.

**(b.) No Co-Host for Annual IAI International Educational Conference.** The parent body will receive one-hundred (100) percent of the profit.

#### **Article IV Authority, Powers, And Duties Of The Board Of Directors**

**Section 4.01 General Powers as Policy Making Body.** Subject only to the limitations of the Certificate of Incorporation, the Constitution, these By-Laws, the laws of the State of Delaware concerning corporate action that must be approved by the members, and the provisions of the United States Internal Revenue Service Regulations (IRS Code) for a non-profit professional organization, all policy making powers shall be exercised by and under the authority of the Board of Directors including the employment of administrative personnel and/or appointed Officer(s). Also, the Board of Directors shall act as an advisory committee to the President.

**Section 4.02 Approval of Seminars and Meetings.** As referred to in Article III, Section 3.01 of these By-Laws, the Board of Directors shall have the final approval on the location, dates and programs for all seminars, educational conferences and meetings to include the Annual General Membership Meeting, but excluding only certification boards, committee and subcommittee meetings.

**Section 4.03 Approval of Membership Applications.** Preliminary administrative approval or disapproval of all Membership applications shall be accomplished in conformance with the provisions of these By-Laws. Applications disapproved at the administrative level may be appealed directly to the Board of Directors, with the decision of the Board of Directors being the final decision of the Association on this matter. Applications approved at the administrative level and disapproved by the Board of Directors may be appealed directly to the membership at the next Annual General Membership Meeting, with the decision of the Membership being the final decision of the I.A.I. on this matter.

**Section 4.04 Requests to Form a Division.** The Board of Directors shall have the power to approve or disapprove any requests for the formation of a Division of the I.A.I., made in conformance with the provisions of Article XIV, Section 14.01 of these By-Laws and the Operations Manual, and may grant a charter for any such Division.

**Section 4.05 Notification of Actions.** The Chairperson of the Board of Directors shall be responsible for notifying the President, through the Chief Operations Officer in the capacity as recording secretary for the Board of Directors, of the deliberations and actions taken by the Board of Directors during that chairperson's term of office.

**Section 4.06 Approval of Expenditures.** Except as otherwise provided in the Certificate of Incorporation, the Constitution, and other provisions of these By-Laws, all expenditures of the I.A.I. shall be subject to the approval of the Board of Directors. All such expenditures shall normally be approved in the form of an annual budget approved by the Board of Directors at the annual regular meeting of the Board of Directors as defined in Article VI, Section 6.01 of these By-Laws. It shall be the duty of the Chief Operations Officer in consultation with the Second Vice President to prepare the annual budget proposal prior to the annual meeting of the Board of Directors in conformance with the provisions of Article VII, Section 7.09, Subsection f.

**Section 4.07 Finance Review Committee.** The Chairperson of the Board of Director's shall appoint three (3) Board of Director members within 30 days after taking office for the purpose of reviewing monthly financial statements, to include the monthly bank reconciliation statements. The committee shall be appointed from conference to conference.

**Section 4.08 Approval of Substitute Annual General Membership Meeting.** As referred to in Article III, Sections 3.04 and 3.05 of these By-Laws, when necessary, the Board of Directors is authorized to designate a Substitute Annual General Membership Meeting in conformance with the provisions of Article III, Sections 3.06 and 3.07 of these By-Laws and the Operations Manual.

**Section 4.09 Awards.** The board of Directors shall review all nominations submitted in conformance with the provisions of these By-Laws and the Operations Manual for the John A. Dondero Award, Good of the Association Award, and Dedication to the Association Award, and the Board of Directors may approve or disapprove any nominee(s) as the Board deems appropriate in conformance with the provisions of these By-Laws, no other award(s) shall be made to any person or agency without the prior approval of the Board of Directors.

**(a.) John A. Dondero Award.** The John A. Dondero Award is to be awarded at the discretion of the Board of Directors to an active member of this association, who, has made the most significant and valuable contribution in the area of identification and allied sciences. This award shall be granted to only one individual per year when and if it is awarded. However, if the basis for this award involves co-authors and/or co-researchers, this group of persons shall be considered as one individual for the purposes of this award and all of their names shall appear on the engraved plaque, with each of these persons receiving an engraved plaque. The names of all recipients of this award shall be published in the Annual Membership Directory.

**(b.) Good of the Association Award.** The good of the association award is to be awarded at the discretion of the Board of Directors to any person and/or agency, with the exception of association employee and contractors, who, by some act or actions taken has significantly contributed to furthering the purposes for which the I.A.I. was created. This award shall be given to no more than two (2) persons and/or agencies per year when and if it is awarded. Nominees are not limited to members, but may be anyone who has contributed significantly to the purposes and interests of the I.A.I. The names of all recipients of this award

shall be published in the Annual Membership Directory.

**(c.) Dedication to Service Award.** The dedication to service award is to be awarded at the discretion of the Board of Directors to any person, who, over a sustained period of time has shown outstanding dedication to the association and its objectives. This award shall be given to no more that two (2) persons per year when and if it is awarded, and shall be given only once to each recipient.

**(d.) All Awards.** All awards are to be in the form of engraved plaques and are to be presented at the Annual Banquet.

**(e.) Limitation.** No person or agency shall receive more than one (1) award per year

**(f.) Presidential Citations.** Presidential Citations may be granted by the President to any person and/or agency, who, the president feels deserves special recognition for service performed during his/her term of office. A citation shall be granted to no more that four (4) persons and/or agencies per year when and if it is granted. The Citation is to be in the form of a letter of recognition, suitable for framing, to be presented at the Annual Banquet.

**Section 4.10 Approval of Distinguished Membership Status.** The Board of Directors is authorized to confer the title of Distinguished Member in conformance with the provisions of Article II, Section 2.09 of these By-Laws.

**Section 4.11 Review of Draft Resolutions.** In conformance with the provisions of Article VIII, Section 8.03, Subsection d of these By-Laws, the Chairperson or Recording Secretary of the Resolutions and Legislative Committee shall submit all draft resolutions to the Board of Directors for approval before the draft resolution is voted on by the Committee.

**Section 4.12 Audit.** The Board of Directors shall appoint a Certified Public Accountant, who shall make an examination and audit the financial books and records of the I.A.I. for the twelve month period ending December 31st of each year.

## **Article V Election and/or Appointment of the Board of Directors**

**Section 5.01 Number, Voting Rights, Term, and Qualifications.** There shall be a Board of Directors consisting of fourteen (14) members and a Chairperson, for a total of fifteen (15) members. Thirteen (13) of the fourteen (14) members shall be elected at large at the Annual General Membership Meeting. The fourteenth member shall be the newly elected President as set forth in Article VII, Section 7.07, Subsection j in these By-Laws. The immediate Past President shall serve as the Chairperson and fifteenth member of the Board of Directors. When assuming office the Chairperson shall appoint a designee from the Board of Directors to act as Chairperson when the Chairperson is unable to attend a meeting of the Board of Directors. If the Chairperson does not select a replacement for any reason, the selection shall be made by the President. In addition to the fifteen (15) members of the Board of Directors, the Chief Operations Officer of the I.A.I. shall serve as the official Recording Secretary for the Board of Directors. As referred to in Article V, Section 5.03 of these By-Laws, if the Chief Operations Officer is unable to attend a meeting of the Board of Directors, the Board of Directors may appoint any member in good standing to serve as the Recording Secretary. Only the fifteen (15) members of the Board of Directors, shall be entitled to vote on business properly brought before the Board of Directors. The term of office for the fifteen members of the Board of Directors shall begin from the day after the Annual elections and end the day after the next annual election at which their respective replacements are elected or otherwise assume office. This wording shall be interpreted to recognize the staggered two-year term of office for the 13 elected members of the Board of Directors as provided in Section 5.02 below. All members of the Board of Directors and the Board of Directors' Recording Secretary shall be members in good standing of this Association unless provided otherwise in these By-Laws. As used in the Constitution and these By-Laws, the term "member(s) of the Board of Directors" is used interchangeably with the term "director" to refer to any person who is either elected or appointed to serve in any capacity on the Board of Directors and is entitled to vote at Board of Directors meetings. As used in the Constitution and these By-Laws, the term "Recording Secretary of the Board of Directors" is used

interchangeably with the term "Secretary of the Board of Directors". Also, the Chairperson of the Board of Directors may sometimes be referred to as a "member of the Board of Directors".

**Section 5.02 Election.** The thirteen (13) at large elected members of the Board of Directors shall be elected to staggered two-year terms of office by the membership at the Annual General Membership Meeting in conformance with the provisions of the Operations Manual. For only the initial election following the adoption of the staggered two-year term of office, immediately after being elected the at large elected members will hold a lottery style drawing during the general membership meeting to determine which six (6) Directors will serve an initial one-year term of office and which seven (7) directors will serve a two-year term of office. In all subsequent even numbered years, six (6) new directors will be elected, and in all subsequent odd numbered years, seven (7) new directors will be elected.

**Section 5.03 Vacancies.** Any vacancy in the position of Chairperson of the Board of Directors shall be filled in conformance with the provisions of Article V, Section 5.01 of these By-Laws. Any vacancy in the position of Recording Secretary of the Board of Directors shall be filled in conformance with the provision of Article V, Section 5.01 of these By-Laws. In the event of any other vacancy occurring on the Board of Directors, such vacancy shall be filled by the President, and the newly appointed member of the Board of Directors shall hold office for the remainder of the term of the office to which the member was appointed.

**Section 5.04 Removal.** Any Officer, Director, or Employee who does not comply with their assigned responsibilities in a timely manner may be removed from their office or employment by a majority vote of the Board of Directors. Any vacancy created on the Board of Directors by removal under this section shall be filled in conformance with Article V, Section 5.03 of these By Laws. Except as otherwise provided for in these By-Laws, any other vacancy created by removal under this section, shall be filled by the President with the approval of the Board of Directors, and the newly appointed person shall fill the unexpired term of office or employment to which the person was appointed.

**Section 5.05 Executive Session.** The Chairperson or acting Chairperson of the Board of Directors has the authority to declare that all or part of a Board of Directors Meeting is to be conducted as an executive session. During an executive session of the Board of Directors meeting all persons not specifically authorized by the provisions of these By Laws or at the direction of the Chairperson or acting Chairperson shall be excluded from the Meeting. Further, the Chairperson or acting Chairperson can exclude, for cause, anyone who is otherwise authorized to attend an executive session of the Board of Directors. Reasonable cause in this situation includes, but is not limited to, a potential conflict of interest or something is to be discussed related to the person excluded. However, if a person otherwise authorized to attend a Board of Directors Meeting is to be excluded requests to remain, that person shall be allowed to remain in the executive session unless the Chairperson or acting Chairperson explains the reasonable cause for the person's exclusion.

## **Article VI Meetings of the Board of Directors**

**Section 6.01 Regular Meetings.** An annual regular meeting of the Board of Directors shall be held starting approximately one (1) weeks before, and at the same place as the Annual General Membership Meeting, to transact such business as comes before the meeting. In addition, the Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings. Regular meetings of the Board of Directors may be held at any place within or outside the State of Delaware that has been designated from time to time by resolution of the Board of Directors. In the absence of such designation, regular meetings shall be held at the Principal Executive office of the I.A.I., the location of which is specified in Article I, Section 1.01 of these By-Laws. Notwithstanding the provisions of this Section 6.01, a regular or special meeting of the Board of Directors may be held at any place consented to orally or in writing by all members of the Board of Directors, either before or after the meeting, If consents are given, they shall be filed with the minutes of the meeting. Except for the annual regular meeting of the Board of Directors, no regular meeting of the Board of Directors shall be held without the knowledge and express consent of the Chairperson of the Board of Directors.

**Section 6.02 Special Meetings.** Special Meetings of the Board of Directors may be called at the discretion of the Chairperson of the Board of Directors. Such special meetings of the Board of

Directors shall be held at the principal executive office or at such other reasonable place, either within or outside the State of Delaware, as shall be stated in the notice of the special meeting. No special meeting of the Board of Directors shall be held without the knowledge and express consent of the Chairperson of the Board of Directors. Further, special meetings may be held via the use of telephones, facsimile machines, video-conferencing, computer modem, or any other accepted means of communication as provided for in Article VI, Section 6.11, Subsection b.

**Section 6.03 Adjournment.** A majority of the members of the Board of Directors present, whether or not a quorum is present, may adjourn any Board of Directors meeting. If the Board of Directors meeting is adjourned to another time and/or place, notice of the time and place of holding a reconvening of an adjourned Board of Directors meeting need not be given unless the original Board of Directors meeting is adjourned for more than 24 hours or such Board of Directors meeting was adjourned for lack of a quorum. If the original Board of Directors meeting is adjourned for more than 24 hours and/or due to lack of a quorum, notice of reconvening of such adjourned Board of Directors meeting to another time and/or place shall be given, before the time of reconvening of the adjourned Board of Directors meeting, to the members of the Board of Directors in compliance with Article VI, Sections 6.04 and 6.05 of these By-Laws.

**Section 6.04 Notice of Board of Directors Meetings.**

**(a.) Notice to All I.A.I. Members.** It is preferred that all members of the I.A.I. be given notice prior to all meetings of the Board of Directors. Publication of the date, time and location of an Board of Directors meeting in any publication normally distributed to all the members of the I.A.I. shall constitute such notice. However, regular and special meetings of the Board of Directors may be held without such notice.

**(b.) Notice of Regular Board of Directors Meeting to Board of Directors Members.** The Chairperson or Recording Secretary of the Board of Directors shall, at least two (2) days before a regular meeting of the Board of Directors, give notice thereof by any usual means of communication to all members of the Board of Directors eligible to vote at the Board of Directors meeting. Such notice shall specify the time, place and purpose for which the meeting is called.

**(c.) Notice of Special Board of Directors Meeting to Board of Directors Members.** The Board Chair shall, at least two (2) days before the special meeting of the Board of Directors, give notice thereof by any usual means of communication to all members of the Board of Directors eligible to vote at the special meeting of the Board of Directors. Such notice shall specify the time, place and purpose for which the special meeting of the Board of Directors is called.

**(d.) Effect of Unlawfully Called Meeting of the Board of Directors.** If any meeting of the Board of Directors which is unlawfully called is objected to in writing to the Board of Directors Chairperson or Recording Secretary by any member of the Board of Directors who was eligible to vote at such meeting, within six (6) months of such meeting, all business conducted at such meeting shall be void.

**Section 6.05 Waiver of Notice.**

**(a.) Express Waiver.** Any member of the Board of Directors may waive said member's notice of any Board of Directors meeting held without proper call or notice, either before or after the meeting is held.

**(b.) Implied Waiver by Attendance.** Attendance by a member of the Board of Directors at a meeting of the Board of Directors shall constitute a waiver of notice of such meeting, except where a member of the Board of Directors attends the meeting of the Board of Directors for the purpose of objecting to the transaction of any business because the meeting is not lawfully called.

**(c.) Implied Waiver by Silence.** Failure of a member of the Board of Directors who did not attend a meeting held without proper call or notice to file with the Recording Secretary or Chairperson of the Board of Directors a written objection to the holding of the meeting of the Board of Directors or to any specific action so taken promptly after having knowledge of the

action taken and of the insufficiency of notice shall constitute ratification of the action taken at the meeting of the Board of Directors.

**Section 6.06 Attendance at Board of Directors Meetings.** Although meetings of the Board of Directors will be closed to the general public and the general membership of the I.A.I., they will be open to all members of the Board of Directors, the Board of Directors Recording Secretary, the Legal Advisor, all past Presidents and current Officers, and anyone given permission by a majority vote of the members of the Board of Directors present during the meeting. Any person lawfully present at an Board of Directors meeting may be heard. However, only the members of the Board of Directors as defined in Article V, Section 5.01 of these By-Laws may have a vote at the Board of Directors meeting.

**Section 6.07 Publication of Activities.** The Chairperson of the Board of Directors, or a person designated by the Chairperson, shall be responsible for notifying the President, the International Representative and the Division Representative, of the deliberations and actions taken by the Board of Directors.

**Section 6.08 Quorum.** Except as otherwise provided in these By-Laws, a minimum of eight (8) Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

**Section 6.09 Manner of Acting.** Except as otherwise provided by law or in this section, an act of the majority of the members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Approval of a transaction in which one (1) or more Directors have an adverse interest shall require approval by a majority of the disinterested Directors present.

**Section 6.10 Parliamentary Rules.** All meetings of the Board of Directors shall be governed by Robert's Rules Of Order: the edition as specified in the Operations Manual, insofar as such rules are not inconsistent with or in conflict with the provisions of law, the Certificate of Incorporation, the Constitution, the By Laws, or the Operations Manual.

**Section 6.11 Action Without a Meeting and Meetings by Telephone.**

**(a.) Action Without a Meeting.** Action taken by a majority of the members of the Board of Directors or of any committee without a meeting is nevertheless an action of the Board of Directors or such committee if all members of the Board or committee, as the case may be, consent thereto in writing, or by electronic transmission and the writing or writings or electronic transmission or transmissions are filed with the minutes of the proceedings of the Board of Directors or committee, whether done before or after the action so taken.

**(1.)** For the purposes of these By-Laws, "electronic transmission" means any form of communication, not directly involving the physical transmission of paper, that creates a record that may be retained, retrieved and reviewed by the recipient thereof, and that may be directly reported in paper form by such recipient through an automated process.

**(b.) Meetings by Telephone.** Any one (1) or more members of the Board of Directors, or any committee designated by the Board of Directors, may participate in a meeting of such Board or committee by means of conference telephone or any other form of communications equipment by means of which all persons participating in the meeting can effectively communicate with each other, and participation in a meeting pursuant to this subsection shall constitute presence in person at the meeting.

**Section 6.12 Compensation and Reimbursement of Expenses.** Members of the Board of Directors shall serve without compensation, but may receive such reimbursement of expenses as the Board of Directors determines by resolution to be just and reasonable. The standard rate for the reimbursement of expenses related to official travel by personal automobile, that is approved by the Board of Directors, shall be the current United States federal government mileage reimbursement rate; such rate shall be obtained through the office of the Chief Operations Officer.

**Section 6.13 Timely Action Required.** All Association business referred to the Board of Directors for action which may be reasonably handled by telephone, or any other accepted means of communication, shall be acted upon within thirty days after being received by the Chair or acting Chair of the Board of Directors. All other Association business not requiring a legal interpretation that is referred to the Board of Directors for action shall be acted upon by the Board of Directors in a timely manner not to exceed 90 days after being received by the Chair or acting Chair of the Board of Directors.

**Section 6.14 Administrative Hearings.** The Board of Directors shall have the power to conduct hearings on issues relating to the operation and integrity of the Association in conformance with Article XVI of these by-laws.

## **Article VII Officers**

**Section 7.01 Limitation on Holding Multiple Offices.** Effective January 31, 2000, unless otherwise provided in the Constitution or By-Laws, no member of the association may serve in more than one elected or appointed officer position at the same time.

**Section 7.02 Elected Officers, Membership Qualifications and Term.** The following Officers shall be elected annually at the annual General Membership Meeting by the voting members of the I.A.I. eligible to vote therein from a list of candidates eligible for each respective position submitted to the membership by the Nominating Committee, which is subject to additional nominations from the floor at the General Membership meeting: President, First Vice President, Second Vice President, Third Vice President, and Fourth Vice President. Following the same procedures used to elect Officers serving a one (1) year term of office, the following Officers shall be elected for a two (2) year term of office at the annual General Membership Meeting: International Representative, Sergeant-at Arms and Division Representative. Only Active, Life Active, and Sustaining Active members may hold the offices of President or any of the Vice Presidents. All other elected officers shall be members in good standing unless provided otherwise in these By Laws. The term of office for the elected officers shall begin from the day after the Annual elections and end the day after the next annual election at which their respective replacements are elected.

**Section 7.03 Appointment of Chief Operations Officer.** The Chief Operations Officer, the Association's chief financial officer and secretary, shall be appointed by the Board of Directors for a five year term. When a vacancy occurs, the Board of Directors will review the job description contained in the Operations Manual, make any necessary changes and advertise for applicants. The Chief Operations Officer serves at the pleasure of the Board of Directors and nothing in this section precludes the incumbent, after giving reasonable notice, from resigning the position or the Board, by majority vote, terminating the employment of the Chief Operations Officer.

**Section 7.04 Removal and Resignation.** Any officer elected, or appointed, may be removed for cause using the procedures in conformance with Section 5.04 of these By Laws. However, all appointed officers serve at the sole pleasure of the Board of Directors. Any officer may resign at any time by giving written notice to the Board of Directors. The resignation shall take effect as of the date the notice is received if no effective date is stated in the notice or at any date specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective.

**Section 7.05 Vacancies in Office.** A vacancy in any office for any reason shall be filled in the manner prescribed in these By Laws for regular appointments to that office. Provided however, that if a successor to an office is not otherwise provided for in these By Laws and if the Board of Directors deems it necessary to fill such vacancy prior to an annual general membership meeting, the vacancy shall be filled in conformance with Section 5.04 of the By-Laws. An officer so appointed shall serve for the remainder of the unexpired term of the office to which the individual is appointed.

**Section 7.06 Compensation and Expenses.** Except as otherwise provided in these By-Laws, the Board of Directors in their sole discretion may compensate and/or reimburse the officers for any reasonable expenses incurred by them in the performance of their duties. The standard rate for the reimbursement of expenses related to official travel by personal automobile, that is approved by the Board of Directors, shall be the current United States federal government mileage reimbursement rate;

such rate shall be obtained through the office of the Chief Operations Officer.

**Section 7.07 President.** The President shall be the principal executive officer and shall supervise and control the management of the I.A.I. in conformance with the Certificate Of Incorporation, the Constitution, the By Laws and the Operations Manual. The President shall preside at all meetings of the Association and preserve order and decorum. The President shall carefully supervise the affairs of the Association and labor for usefulness and efficiency. The President shall appoint all standing and special committees as provided for in these By-Laws. The President shall fill, by appointment, all vacancies, including Committee Chairpersons, caused by death, resignation, or other causes, except as otherwise provided in these By-Laws. The President shall represent the I.A.I. at all functions requiring official representation, unless otherwise delegated by the President. Appointees serve at the discretion of the IAI President.

**(a.) Appointments to be Made.** Within thirty (30) days after taking office, the President shall make the following appointments. The President shall appoint Regional Representatives in compliance with the provisions of Article XIV, Section 14.05, Subsection a of these By-Laws and the provisions of the Operations Manual. The President, unless provided otherwise in these By-Laws, shall appoint all committee chairpersons, all committee members, and all I.A.I. Representatives to Other Organizations in compliance with the provisions of Article VIII of these By-Laws and the I.A.I. Operations Manual. Appointees serve at the discretion of the IAI President.

**(b.) Review of Allegations of Violations Regarding Ethics, Professional Conduct and Technical Errors.** In compliance with the provisions of Article XVI of these By-Laws, the President will receive, review and forward as appropriate, all written allegations of violations of ethics, professional conduct and technical errors. However, if the President is involved in any way, the First Vice President shall act in place of the President in conformance with the provisions of Article VII, Section 7.08 of these By-Laws.

**(c.) Ex-officio Member.** The President shall be an ex-officio Member of all I.A.I. Certification Boards, all Committees, and all Sub-committees, except as otherwise provided in these By-Laws.

**(d.) Committee Chairperson.** The President shall serve as the Chairperson of the Long Range Planning and Continuity of Office Committee in conformance with the provisions of Article VIII, Section 8.04, Subsection a of these By-Laws and the provisions of the Operations Manual.

**(e.) Presiding Officer.** The President shall serve as the Presiding Officer at the Annual General Membership Meeting in conformance with the provisions of Article III, Section 3.04 of these By-Laws.

**(f.) Bar to Succession.** The President shall not succeed himself or herself in office except when serving the unexpired term of office of his or her predecessor.

**(g.) Educational Conference Expenses Reimbursed.** The President shall receive allowance for all coach travel, hotel, and food and shall be reimbursed for reasonable and incidental expenses, unless supplied by the local conference committee, while attending the Annual IAI International Educational Conference. However, if the President travels by personal automobile, he or she will be reimbursed at the current United States federal government mileage reimbursement rate; such rate shall be obtained through the office of the Chief Operations Officer.

**(h.) Revolving Expense Fund.** The President shall maintain a discretionary revolving expense fund of One Hundred Dollars (\$100.00) in United States Currency to defray the usual and ordinary expenses of that office.

**(i.) Approval of Additional Funds.** The President, subject to the approval of the Board of Directors, may seek additional funding to defray expenses incurred in the furtherance of the goals of the Association.

**(j.) Member of Board of Directors.** As referred to in Article V, Section 5.01 of these By-Laws, the President shall be a voting member of the Board of Directors.

**(k.) Presidential Commendation.** The President may, at the President's discretion, make Presidential commendation(s) in the form of a professional looking engraved plaque with an appropriate cover letter that is consistent with the image of a professional association. The Board of Director's shall approve this Presidential commendation.

**(l.) Acting As Petitioner.** The President in accordance with Article XVI, Section 16.01, Subsection (1.) (b.) may act as the Petitioner in alleged violations regarding ethics, professional conduct and/or technical error(s) when directed by this section.

**(m.) Other Duties.** The President shall perform such other duties and have such other powers as may be described by the Board of Directors from time to time and/or as described in the Operations Manual.

**Section 7.08 First Vice President.** The First Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of that office. For the purposes of this section of these By-Laws, the term "absence" shall be defined as including any situation in which the President is disqualified or otherwise unable to act.

**(a.) Succeeding to Office of President.** The First Vice President shall automatically succeed to the office of President in the event of the death, disability, resignation or removal from office of the President, and shall serve the unexpired term thereof.

**(b.) Limit On Term of Office.** An elected First Vice President shall not succeed himself or herself in office, except when serving the unexpired term of office of his or her predecessor.

**(c.) Chairperson.** The First Vice President shall serve as the Chairperson of the Publication Committee in conformance with the provisions of Article VIII, Section 8.13, Subsection a of these By Laws; and as the Chairperson of the Vendor's Liaison Committee in conformance with the provisions of Article VIII, Section 8.17, Subsection a of these By-Laws.

**(d.) Member of Committee.** The First Vice President shall be a voting member of the Long Range Planning And Continuity Of Office Committee in conformance with the provisions of Article VIII, Section 8.04, Subsection a of these By-Laws.

**(e.) Board of Directors Attendance.** The First Vice President may attend all meetings of the Board of Directors. However, the First Vice President shall not be entitled to vote at such meetings.

**(f.) Conference Theme.** The First Vice President shall, after consultation with the I.A.I. Conference Planner and the I.A.I. Educational Program Planner, submit a proposed I.A.I. Annual Educational Conference theme to the Board of Directors for their approval. The First Vice President shall submit the theme for the I.A.I. Annual Educational Conference within 4 months after his/her election as First Vice President. This conference theme, once approved by the Board of Directors shall apply to the I.A.I. Annual Educational Conference to be held during the First Vice President's anticipated tenure as President.

**(g.) Duties When President Is Petitioner.** The First Vice President shall in accordance with Article XVI act in consultation with the Association General Counsel when required by this section.

**(h.) Other Duties.** The First Vice President shall perform such other duties and have such other powers as may be described by the Board of Directors from time to time and/or as described in the Operations Manual.

**Section 7.09 Second Vice President.** The Second Vice President shall, in the absence or disability of the First Vice President, perform the duties and exercise the powers of that office. For the purposes of this section of these By-Laws, the term "absence" shall be defined as including whenever the

First Vice President is temporarily performing the duties and/or exercising the powers of the office of President in conformance with the provisions of Article VII, Section 7.08 of these By-Laws.

**(a.) Succeeding to Office of First Vice President.** The Second Vice President shall automatically succeed to the office of First Vice President in the event of the death, disability, resignation or removal from office of the First Vice President, and shall serve the unexpired term thereof. The Second Vice President shall also automatically succeed to the office of First Vice President in the event that the First Vice President automatically succeeds to the Office Of President, and shall serve the unexpired term thereof.

**(b.) Limit on Term of Office.** An elected Second Vice President shall not succeed himself or herself in office, except when serving the unexpired term of office of his or her predecessor.

**(c.) Chairperson.** The Second Vice President shall serve as the Chairperson of all Professional Review Boards in conformance with the provisions of Article XVI of these By-Laws.

**(d.) Member of Committee.** The Second Vice President shall be a voting member of the Long Range Planning And Continuity Of Office Committee in conformance with the provisions of Article VIII, Section 8.04, Subsection a of these By-Laws.

**(e.) Board of Directors Attendance.** The Second Vice President may attend all meetings of the Board of Directors. However, the Second Vice President shall NOT be entitled to a vote at such meetings.

**(f.) Annual Budget.** The Second Vice President shall assist the Chief Operations Officer in the preparation of a budget proposal for the following year for presentation at the Annual Meeting of the Board of Directors in conformance with the provisions of Article IV, Section 4.06 of these By-Laws.

**(g.) Other Duties.** The Second Vice President shall perform such other duties and have such other powers as may be described by the I.A.I. Board of Directors from time to time and/or as described in the I.A.I. Operations Manual.

**Section 7.10 Third Vice President.** The Third Vice President shall, in the absence or disability of the Second Vice President, perform the duties and exercise the powers of that office. For the purposes of this section of these By-Laws, the term "absence" shall be defined as including whenever the Second Vice President is temporarily performing the duties and/or exercising the powers of the office of First Vice President in conformance with the provisions of Article VII, Section 7.09 of these By-Laws.

**(a.) Succeeding to Office of Second Vice President.** The Third Vice President shall automatically succeed to the office of Second Vice President in the event of the death, disability, resignation or removal from office of the Second Vice President, and shall serve the unexpired term thereof. The Third Vice President shall also automatically succeed to the office of Second Vice President in the event that the Second Vice President automatically succeeds to the Office Of First Vice President, and shall serve the unexpired term thereof.

**(b.) Limit on Term of Office.** An elected Third Vice President shall not succeed himself or herself in office, except when serving the unexpired term of office of his or her predecessor.

**(c.) Chairperson.** The Third Vice President shall serve as the Chairperson of the Resolutions And Legislative Committee in conformance with the provisions of Article VIII, Section 8.03, Subsection a of these By-Laws.

**(d.) Member of Committee.** The Third Vice President shall be a voting member of the Long Range Planning And Continuity Of Office Committee in conformance with the provisions of Article VIII, Section 8.04, Subsection a of these By-Laws, and as a voting member of the Policy And Procedures Committee in conformance with the provisions of Article VIII, Section 8.11, Subsection a of these By-Laws.

(e.) **Board of Directors Attendance.** The Third Vice President may attend all meetings of the I.A.I. Board of Directors. However, the Third Vice President shall NOT be entitled to a vote at such meetings.

(f.) **Other Duties.** The Third Vice President shall perform such other duties and have such other powers as may be described by the Board of Directors from time to time and/or as described in the Operations Manual.

**Section 7.11 Fourth Vice President.** Except as provided in Subsection f, the Fourth Vice President shall, in the absence or disability of the Third Vice President, perform the duties and exercise the powers of that office. For the purposes of this section of these By-Laws, the term “absence” shall be defined as including whenever the Third Vice President is temporarily performing the duties and/or exercising the powers of the office of Second Vice President in conformance with the provisions of Article VII, Section 7.10 of these By-Laws.

(a.) **Succeeding to Office of Third Vice President.** The Fourth Vice President shall automatically succeed to the office of Third Vice President in the event of the death, disability, resignation or removal from office of the Third Vice President, and shall serve the unexpired term thereof. The Fourth Vice President shall also automatically succeed to the office of Third Vice President in the event that the Third Vice President automatically succeeds to the Office Of Second Vice President, and shall serve the unexpired term thereof.

(b.) **Limit on Term of Office.** An elected Fourth Vice President shall not succeed himself or herself in office, except when serving the unexpired term of office of his or her predecessor.

(c.) **Chairperson.** The Fourth Vice President shall serve as the Chairperson of the Science and Practice Committee in conformance with the provisions of Article VIII, Section 8.02, Subsection a of these By-Laws.

(d.) **Member of Committee.** The Fourth Vice President shall be a voting member and Recording Secretary of the Long Range Planning And Continuity Of Office Committee in conformance with the provisions of Article VIII, Section 8.04, Subsection a of these By-Laws.

(e.) **Board of Directors Attendance.** The Fourth Vice President may attend all meetings of the Association’s Board Of Directors. However, the Fourth Vice President shall NOT be entitled to a vote at such meetings.

(f.) **Appointment.** Whenever, the Fourth Vice President is not available to perform his or her duties, the President shall appoint an active member in good standing to perform the duties of the office of the Fourth Vice President.

(g.) **Other Duties.** The Fourth Vice President shall perform such other duties and have such other powers as may be described by the Association’s Board Of Directors from time to time and/or as described in the I.A.I. Operations Manual.

**Section 7.12 Chief Operations Officer.** All of the duties to include additional duties assigned, the official job title authorized for use, appropriate performance standards, the authority granted to carry out assigned duties, and any limitations on the authority granted to the Chief Operations Officer shall be stated in a written job description approved by the Board of Directors. The Chief Operations Officer shall act as the Secretary and Treasurer of the Association.

(a.) **Book of Minutes.** The Chief Operations Officer shall keep or cause to be kept at the principal executive office, an annual book of minutes of all I.A.I. Meetings, and actions of the Board Of Directors. In the performance of these duties the Chief Operations Officer shall be the recording secretary at both the General Membership Meeting in conformance with the provisions of Article III, Section 3.04 of these By Laws and the Meetings of the Board of Directors in conformance with the provisions of Article IV, Section 4.05, Article V, Section 5.01, and Article VI, Section 6.04, Subsection b, Section 6.05, Subsection c, and Section 6.06. The term all I.A.I. Meetings includes, but is not limited to general membership meetings, educational conferences,

seminars, committee meetings, subcommittee meetings, certification board meetings, and meetings of the Board of Directors. The minutes of meetings shall include the time and place that the meetings were held, and the names of those present. The Chief Operations Officer shall keep or cause to be kept at the principle executive office a copy of the Current Membership Roster, Code of Ethics, Standards of Professional Conduct, Member's Bill of Rights, Certificate Of Incorporation, the Constitution, the By Laws and the Operations Manual, as amended to date in conformance with the provisions of Article XI, Section 11.04 of these By Laws. All such records shall be made available in conformance with the provisions of Article XI, Section 11.05 of these By Laws and the provisions of the Operations Manual.

**(b.) Notices and Seal.** The Chief Operations Officer shall give, or cause to be given, notice of all meetings, conferences and seminars as required by these By-Laws. The Chief Operations Officer shall maintain the Corporate Seal. The Chief Operations Officer shall be responsible for sending membership renewal notices to all current members at least 30 days prior to the renewal due date. The Chief Operations Officer shall also be responsible for the prompt notification to delinquent members and the updating of the Membership Roster in conformance with the provisions of Article XIII, Section 13.03 of these By-Laws.

**(c.) Annual IAI International Educational Conference Expenses.** The Chief Operations Officer shall receive allowances for all coach travel, hotel and food and shall be reimbursed for reasonable and incidental expenses, unless supplied by the local educational conference committee, while attending the Annual IAI International Educational Conference to include attendance at the Annual Meeting of the Board of Directors and the General Membership Meeting. However, if the Chief Operations Officer travels by personal automobile, he or she will be reimbursed at the current United States federal government mileage reimbursement rate; such rate shall be obtained through the office of the Chief Operations Officer.

**(d.) Salary, Office Expenses and Revolving Petty Cash Fund.** The Chief Operations Officer shall receive an annual salary and allowances for facility rental and other usual and ordinary expenses entailed in carrying on the business of the Association, as authorized by the Board of Directors. All other expenses not approved in the budget or as a separate resolution, except the aforementioned, and amounting to over two hundred dollars (\$200.00), must be approved by the Board of Directors. If the sum is under two hundred dollars (\$200.00), the approval of the Board of Directors is not necessary. The Chief Operations Officer shall be permitted to maintain a revolving petty cash fund of one hundred dollars (\$100.00) to defray the usual and ordinary expenses of that office, subject however, to the limitations set forth above.

**(e.) Administrative Staff.** The Chief Operations Officer may hire such administrative staff as authorized by the Board of Directors during the annual budget approval process.

**(f.) Processing Applications.** The Chief Operations Officer shall receive all applications for membership. The Chief Operations Officer shall have the sole authority to approve or disapprove all applications for student membership without referring them to the Regional Representative or chair of any science and practice subcommittee. For all other applications, the Chief Operations Officer shall, after ensuring completeness, forward them to the Regional Representative of the applicant for approval or disapproval. If approved by the Regional Representative, the Chief Operations Officer will then forward the application to the chair of the science and practice sub-committee of the discipline indicated as the primary discipline practiced by the applicant. If approved by the sub-committee chair (in consultation with committee members if necessary) the Chief Operations Officer will then notify the applicant of acceptance as outlined in subsection g below. The Chief Operations Officer, and/or any employee approved by the Board of Directors, shall deposit the membership dues in the I.A.I.'s account pending action on any application.

**(g.) Notification of Application Status.** The Chief Operations Officer shall notify all applicants for Active and Associate Membership of their acceptance or rejection. This includes the authority to issue an acceptance, pending a review of responses from publication of the applicant's name in an official publication of the IAI. Upon acceptance, the Chief Operations Officer shall forward forthwith a certificate of membership and a current membership card. If the applicant's membership application is rejected, the applicant's membership fee shall be refunded

as quickly as reasonably possible. A non-refundable processing fee may be established by the Board of Directors to cover the cost of processing membership applications that are rejected.

**(h.) Membership Cards and Certificate.** The Chief Operations Officer shall issue to each accepted member, upon payment of dues and assessments, a current annual membership card and membership certificate. Any changes from the current design must be approved by the Board of Directors.

**(i.) Annual Chief Operations Officer's Report.** The Chief Operations Officer shall present an annual Report at each Annual General Membership Meeting in conformance with the provisions of Article XI, Section 11.02 of these By Laws.

**(j.) Annual Treasurer's Financial Report and Financial Records.** The Chief Operations Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of all I.A.I. transactions, properties, money and other valuables. A copy of these records shall be kept at the principle executive office as listed in Article I, Section 1.01 of these By Laws. The Chief Operations Officer shall present the annual financial statement and the books of account shall be open for inspection at the Annual General Membership meeting. Further, all such records shall be made available in conformance with the provisions of Article XI, Section 11.05 of these By Laws and the provisions of the Operations Manual.

**(k.) Deposit and Disbursement of Money and Valuables.** The Chief Operations Officer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the I.A.I. with such depositories as the Board of Directors may designate. The Chief Operations Officer shall draw and sign all warrants and checks for the expenses of the Association. In the event of the death, disability, resignation, unavailability or removal of the Chief Operations Officer, the President, the Chairperson of the Board of Directors, or the First Vice President shall be authorized to sign any warrant or check.

**(l.) Bond.** If required by the Board of Directors, the Chief Operations Officer shall furnish the I.A.I. with a bond in the amount and with the surety or sureties specified by the Board of Directors for faithful performance of the duties of the office and for the restoration to the Association of all of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the Chief Operations Officer on his or her death, resignation, or removal from office. The premiums on said bond shall be paid by the I.A.I.

**(m.) Audit.** The audit report shall be submitted to the Board of Directors for its approval at the first Annual Meeting following December 31st of each year, and shall also be made available for inspection and examination by Members during the Annual Conference. The Chief Operations Officer shall submit at the Annual General Membership Meeting a report of the results of the audit in conformance with the provisions of Article XI, Section 11.03 of these By-Laws. Further, all such records shall be made available in conformance with the provisions of Article XI, Section 11.05 of these By-Laws and the provisions of the Operations Manual.

**(n.) Voting Member of Long Range Planning Committee.** The Chief Operations Officer shall serve as a voting member of the Long Range Planning Committee.

**(o.) Chairperson of Policy and Procedures Committee.** The Chief Operations Officer shall serve as the Chairperson of the Policy and Procedures Committee.

**(p.) Other Duties.** The Chief Operations Officer shall perform such other duties as the President and/or Board of Directors shall prescribe.

**Section 7.13 International Representative.** The International Representative shall be elected in conformance with the provisions of Article VII, Section 7.02 of these By-Laws.

**(a.) Liaison Functions.** The International Representative shall acquaint the I.A.I. and the members with the progress made in the science of forensic identification and crime detection throughout the world. The International Representative shall also acquaint law enforcement officials of the various countries with the Association's activities, and shall act as liaison officer

between the I.A.I. and such officials so that good will and mutual understanding may be further developed.

**(b.) Reports.** The International Representative shall submit at the Annual General Membership Meeting, and at such other times as the President or Board of Directors may require, a report as to the activities and findings of that office.

**(c.) Chairperson.** The International Representative shall serve as the Chairperson of the International Aspects Committee in Conformance with the provisions of Article VIII, Section 8.06, Subsection a of these By-Laws.

**(d.) Other Duties.** The International Representative shall perform such other duties as the President and/or Board of Directors shall prescribe.

**Section 7.14 Sergeant-at-Arms.** The Sergeant-at-Arms shall be elected in conformance with the provisions of Article VII, Section 7.02 of these By-Laws.

**(a.) Preserving Order.** The Sergeant-At-Arms shall have command of the outer door of the conference hall and Board of Directors Meeting Room, and shall prevent, or cause to be prevented, unauthorized entry as determined by the President or the Board of Directors. The Sergeant-At-Arms shall assist the President in preserving order at all I.A.I. functions and meetings.

**(b.) Appointing Assistants.** The Sergeant-At-Arms, subject to the approval of the Board of Directors may appoint any active member(s) in good standing to assist in carrying out the duties of the office of Sergeant-At-Arms.

**(c.) Voting Eligibility.** The Sergeant-At-Arms shall determine the voting eligibility of delegates at the Annual General Membership Meeting.

**(d.) Other Duties.** The Sergeant-At-Arms shall perform such other duties as the President and/or Board of Directors shall prescribe.

**Section 7.15 Division Representative.** The Division Representative shall be elected in conformance with the provisions of Article VII, Section 7.02 of these By-Laws.

**(a.) Liaison Officer.** The Division Representative is the liaison officer between the Board of Directors of the I.A.I. and its various divisions and shall facilitate communication between the divisions and the I.A.I.

**(b.) Reports.** The Division Representative shall submit at the Annual Board of Directors Meeting, at the Annual General Membership Meeting, and at such other times as the President or the Board of Directors may direct, a report on findings and activities of the Chartered Divisions for the previous calendar year. To provide adequate lead time for the preparation of the annual report, the activity reports from each Regional Representative shall be due at least 60 days prior to the Annual IAI International Educational Conference in conformance with Article XIV, Section 14.04 of these By-Laws.

**(c.) Meeting.** The Division Representative shall hold a meeting at the Annual IAI International Educational Conference with all the Regional Representatives and/or acting Regional Representatives. This meeting may be held jointly with the Division Secretaries.

**(d.) Other Duties.** The Division Representative shall perform such other duties as the President and/or Board of Directors shall prescribe.

**Section 7.16 Parliamentarian.** The President may appoint an Active Member of the IAI to hold and carry out the duties of Parliamentarian. The Parliamentarian shall serve at the sole pleasure of the President. The term of appointment shall be from conference to conference.

**(a.) Duties.** The Parliamentarian shall be required to be familiar with Roberts Rules of

Order, the edition as specified in the operations manual.

**(b.) Attendance At General Membership Meeting.** The Parliamentarian shall be required to attend the General Membership Meeting and shall, when called upon, advise the President and membership regarding compliance with the designated rules of order for the conduct of association business and meeting decorum.

**(c.) Other Duties.** The Parliamentarian shall perform such other duties as the President shall prescribe.

## **Article VIII Committees, Certification Boards and other Appointed Positions**

### **Section 8.01 Nominating Committee.**

**(a.) Composition.** The Nominating Committee shall consist of nine members. It shall include the Chairperson of the Board of Directors, the past chairperson of the Board of Directors, who shall serve as the Chairperson of the Committee, and the three most recent Past-Presidents in attendance who are qualified and wish to serve. The President shall also appoint one Active member and one Associate member, who are qualified and are not a Past-President, current officer, or current member of the Board of Directors. In addition, the President shall appoint two members of the Board of Directors not up for re-election or election to any other office. In the event that less than five members of the committee are in attendance, the President shall appoint a sufficient number of qualified active members of the Association who are in good standing to bring the committee up to a total of five members. Further, if the Past-Chairperson of the Board of Directors cannot serve on this committee or is otherwise unavailable, the President shall appoint a qualified Past-President as a replacement. All Past-Presidents who are not on the committee, may attend the committee as ex-officio members, without the right to vote.

**(b.) Restrictions.** No member of the Nominating Committee shall be eligible to be a candidate for, nor elected to either the Board of Directors or as an Officer at that year's General Election. All members of the committee shall have the right to vote. Also, any person who is either currently an employee or a contractual worker of the Association cannot be a member of this committee. Further, the persons who are appointed to fill the Active Member and Associate Member positions on this committee shall not be serving as an Officer of the Association at the time of their appointment. This committee shall not have a majority of members who are vendors.

**(c.) Nominations.** The Nominating Committee shall receive recommendations from any member who wishes to propose a candidate or candidates for election, and after considering names of the proposed candidates, shall make nominations, and shall then post the list of nominations at the Annual IAI International Educational Conference no later than noon, two (2) days preceding the General Membership Meeting. Nothing herein contained shall be construed to preclude the nomination for office of any eligible member from the floor of the General Membership Meeting. However, members of the nominating committee are not eligible to be elected to and/or appointed to any elected office until the next general membership meeting at which they are not appointed to the nominating committee.

**(d.) Voting.** All the members of the committee, to include the Chairperson, shall have the right to vote at committee meetings.

**(e.) Report.** The posted list of nominations at the Annual IAI International Educational Conference shall be the official annual report of this committee. This report shall be provided to the Chief Operations Officer and read at the Annual General Membership Meeting. The chairperson of this committee shall be responsible for providing a copy of this report to the Chief Operations Officer before the Annual General Membership Meeting and for reading the nominating committee report at the Annual General Membership Meeting.

**(f.) Other Duties.** The Nominating Committee shall perform such other duties as the President and/or Board of Directors shall prescribe.

## **Section 8.02 Science and Practice Committee and Subcommittees.**

**(a.) Composition.** The Science and Practice Committee shall consist of the Fourth Vice President as Chair, the Chairs of the Science and Practice Subcommittees as members, and the Chairs of any Provisional Subcommittees. All the Members of the Science and Practice Committee, its Subcommittees, and any Provisional Subcommittees, except for the Chairperson of the Science and Practice Committee, who is the Fourth Vice President, shall be appointed by the incoming President within thirty (30) days after the incoming President is elected. The term of appointment for the appointed members shall last for the duration of the President's term of office. The President shall give consideration to geographical location and the recommendations of the Subcommittee Chairpersons and any Provisional Subcommittees Chairpersons wherever possible when appointing the various Subcommittee and any Provisional Subcommittee members, to facilitate both worldwide representation and a workable team. All appointees shall be Members in good standing of the I.A.I. and must be either working in or be retired from the discipline represented by the respective sub-committee or be retired from a position including duties directly related to the discipline represented by the respective sub-committee. Vendors may be appointed to this Committee, the Subcommittees, and any Provisional Subcommittees listed in Section 8.02b. However, to preclude a potential conflict of interest, a majority of the Committee, Subcommittees, and any Provisional Subcommittees must not be composed of vendors.

**(b.) Composition of Subcommittees and any Provisional Subcommittees.** Any Provisional Subcommittee listed below shall begin with the word "Provisional" in the name listed below in addition to the effective date that the Provisional Subcommittee was created. The Subcommittee and any Provisional Subcommittee for each discipline listed below shall consist of a Chairperson and neither less than three (3), nor more than seven (7) Subcommittee members:

- (1.) Latent Print.**
- (2.) Questioned Document Examination.**
- (3.) Forensic Photography/Imaging Subcommittee.**
- (4.) Firearms and Toolmark Examination.**
- (5.) Forensic Laboratory Analysis.**
- (6.) Crime Scene Investigation.**
- (7.) Forensic Art.**
- (8.) General Forensic Disciplines.**
- (9.) Footwear and Tire Track Examination.**
- (10.) Blood Stain Pattern Analysis.**
- (11.) Forensic Odontology.**
- (12.) Digital Evidence.**
- (13.) Tenprint Identification.**
- (14.) Forensic Anthropology.**
- (15.) Forensic Podiatry.**
- (16.) Biometric Information Systems (BIS).**

**(c.) Screening Membership Applications.** Each Discipline's Subcommittee and any Provisional Subcommittee shall act as an investigative committee on applicants for membership who designate that Subcommittee's discipline as their most frequently practiced (primary) forensic science discipline. All applications of candidates for membership in the IAI shall be forwarded to the respective Science and Practice Subcommittee or any Provisional Subcommittee Chairperson by the Chief Operations Officer. The Subcommittee or any Provisional Subcommittee Chairperson shall perform an immediate and thorough investigation of the applicant's professional qualifications for membership in conformance with the provisions of the Operations Manual. Upon completion of said investigation, the Subcommittee or any Provisional Subcommittee Chairperson shall make a judgment and return the prospective Member's application with approval or disapproval of the Subcommittee or Provisional Subcommittee indicated thereon. In the event that a clear-cut decision cannot be made, the Chairperson of the Subcommittee or any Provisional Subcommittee shall consult the Chairperson of the Science and Practice Committee before rendering a decision. Further, the Science and Practice Subcommittees and any Provisional Subcommittees are expected to develop, and recommend membership qualifications and standards for their respective disciplines. Such recommendations shall be submitted to the Chairperson of the Board of Directors.

**(d.) Breakout Sessions, Workshops and Meeting.** The Chairperson of each discipline's Subcommittee and any Provisional Subcommittee may hold an Educational breakout session (seminar or seminars) and/or workshop(s) and/or a business meeting at the Annual IAI International Educational Conference pertinent to that particular discipline, with participation open to anyone who is invited as a guest or speaker and/or who is properly registered at the Annual IAI International Educational Conference. However, if there is limited space at a workshop, the workshop may be limited to only registered delegates.

**(e.) Voting.** All the members of the Committee, Subcommittees, and any Provisional Subcommittees to include the Chairpersons, shall have the right to vote at their respective Committee and/or respective Subcommittee meetings.

**(f.) Recommendations.** The Chairperson of each discipline's Subcommittee or any Provisional Subcommittee shall make recommendations to the Chairperson of the Science and Practice Committee who shall make recommendations to the Board of Directors, the President, or the full membership on matters that pertain to that discipline, especially in cases where a vote of the General Membership is warranted.

**(g.) Response to Questions.** The chairperson of each Science and Practice Subcommittee and any Provisional Subcommittee is responsible to act as a professional resource in his or her discipline for all members in good standing of this association. This shall include, but is not limited to, answering technical questions or referring members to a person who is qualified to answer the question.

**(h.) Expert Witness for Investigations and Hearings.** The chairperson of each Science and Practice Subcommittee and any Provisional Subcommittee is responsible to act as an expert witness in his or her discipline for investigations and administrative hearings related to allegations of unethical or unprofessional conduct. This shall include, but is not limited to, answering technical questions and serving as an advisor or technical consultant to both the Ethics Investigative Committee and the Board of Directors. However, except as provided in this Subsection, if the chairperson of the Science and Practice Subcommittee is involved in any manner with the allegation of unethical or unprofessional conduct, another member of the same Subcommittee or any Provisional Subcommittee shall be appointed by the President to serve in place of the Chairperson for the duties of the Chairperson that are covered by this Subsection.

**(i.) Committee, Subcommittee, and Provisional Subcommittee Annual Reports.** The Chairpersons of the Science and Practices Subcommittees are responsible for at least one (1) written report of activities. Any Provisional Subcommittee(s) Chairperson must also provide a report and detailed explanation of what the Provisional Subcommittee has contributed to the IAI and a justification of why the Provisional Subcommittee should be converted to a Subcommittee at the end of the two (2) year provisional time period. A copy of this written report must be given to the Chairperson of the Science and Practices Committee no later than thirty (30) days prior to

the Annual Educational Conference. The Chairperson of the Science and Practices Committee must then make a final Science and Practices Committee Report and give a copy of this report to the Chief Operations Officer prior to the annual general membership meeting for publication in an official publication of the IAI as a part of the official minutes of the general membership meeting. A reading of this report at the general membership meeting by the Chairperson of the Science and Practices Committee may be waived at the discretion of the President. Additional reports may be required at the discretion of the President and/or Board of Directors.

**(j.) Other Duties.** The Science and Practice Committee and its Subcommittees shall perform such other duties as the President and/or Board of Directors shall prescribe.

### **Section 8.03 Resolutions and Legislative Committee.**

**(a.) Composition.** The Third Vice President shall serve as the Chairperson. The Committee shall be composed of a least three (3) members to include the Chairperson. All other members shall be appointed by the President within thirty (30) days after assuming office and shall serve under the direction of the President. The term of appointment for the appointed members shall last for the duration of the President's term of office. It is recommended that one of the members be designated by the President or the Chairperson of the committee as a recording secretary for the committee. In the event that the Third Vice President is not available, either the Recording Secretary or a person appointed by the President, shall serve as the Acting Chairperson. The General Counsel shall be the legal advisor for, and not a member of, the committee.

**(b.) Voting.** All the members of the committee, to include the Chairperson, shall have the right to vote at committee meetings.

**(c.) Receiving Resolutions.** All proposals for resolutions to be presented at the Annual General Membership Meeting shall be sent to the Chairperson or the Recording Secretary of the committee either directly, through any member of this committee, or from the Policies, Procedures and Documents Committee.

**(d.) Review and Vote.** Before a draft resolution is reviewed by the Committee, the draft resolution shall be reviewed and approved by any affected Officer, Committee, and/or Subcommittee, unless directed otherwise by the Chairperson of the Board of Directors. After a draft resolution is recommended by a vote of the committee for consideration, the Chairperson of the committee shall coordinate with the Board of Directors for approval to present the proposed resolution(s) at the Annual General Membership Meeting and shall coordinate with the General Counsel for the legal review of all proposed resolutions. After the draft resolution has been approved by both the Board of Directors and the General Counsel it shall be returned to the committee for a final vote and signing by the committee members.

**(e.) Posting and Presentation.** The Recording Secretary of the Committee shall post by 5 pm at least two (2) days before the Annual General Membership Meeting, all proposed resolutions approved for presentation at the Annual General Membership Meeting. Any resolution received by this committee after 12 noon, two (2) days before the Annual General Membership Meeting is automatically tabled until the following year's Annual General Membership Meeting. The Chairperson, or a designated member of the Committee, shall present the proposed resolutions at the Annual General Membership Meeting. No other new resolutions covering amendments to the constitution or By Laws will be permitted to be introduced at the Annual General Membership Meeting without the express permission of the Board of Directors. The Recording Secretary of this committee must provide to the Chief Operations Officers a final committee report after the Annual General Membership Meeting. All other resolutions and amendments to properly posted resolutions may be introduced from the floor at the Annual General Membership Meeting at the discretion of the person presiding over the Annual General Membership Meeting.

**(f.) Other Duties.** The Resolutions and Legislative Committee shall perform such other duties as the President and/or Board of Directors shall prescribe.

#### **Section 8.04 Long Range Planning and Continuity of Office Committee.**

**(a.) Composition.** The Long Range Planning And Continuity of Office Committee shall be composed of seven (7) members, including the chairperson. As referred to in Article VII, Section 7.07, Subsection (d.) of these By-Laws, the President shall serve as the Chairperson. The Fourth Vice President shall serve as the Recording Secretary. The other members shall consist of the Chief Operations Officer, all the Vice Presidents and the immediate Past President.

**(b.) Voting.** All the members of the committee, to include the Chairperson, shall have the right to vote at committee meetings.

**(c.) Scholarships.** The amount of funding for the I.A.I. Scholarship program shall be determined on an annual basis by the IAI Board of Directors in conformance with the provisions of Article XV, Section 15.03 of these By Laws. The Long Range Planning and Continuity of Office Committee, subject to the approval of the President, shall administer the Scholarship program in conformance with the provisions of Article XV, Section 15.03 of these By Laws and the Operations Manual.

**(d.) Main Duties.** The Long Range Planning and Continuity of Office Committee was created to inform incoming Vice Presidents of matters that are taking place or will take place of which they should be aware. It was designed to ensure continuity of long range goals between Vice Presidents of the Association in the years to come. The Committee shall be responsible for the development of ethics policies that shall be recommended to the Board of Directors for presentation at the General Membership Meeting in the form of a written resolution.

**(e.) Committee Annual Report.** The Recording Secretary of this Committee is responsible for at least one (1) written report of activities. The Recording Secretary of this Committee must give a copy of this report to the Chief Operations Officer prior to the annual general membership meeting for publication in an official publication of the IAI as a part of the official minutes of the General Membership Meeting. If this report is read at the General Membership Meeting, any reference to the awarding of scholarships and/or research grants must be limited to a brief statement and the awards will be announced at the annual banquet by the President. Additional reports may be required at the discretion of the President and/or Board of Directors.

**(f.) Other Duties.** The Long Range Planning and Continuity of Office Committee shall perform such other duties as the President and/or Board of Directors shall prescribe.

#### **Section 8.05 International Aspects Committee.**

**(a.) Composition.** The International Representative shall serve as the Chairperson. All other members shall be appointed by the President within thirty (30) days after assuming office and shall serve under the direction of the Board of Directors. The term of appointment for the appointed members shall last for the duration of the President's term of office.

**(b.) Voting.** All of the members of the committee, to include the Chairperson, shall have the right to vote at committee meetings.

**(c.) Recommendations.** This Committee shall make recommendations to the Board of Directors related to the international aspects of the IAI

**(d.) Other Duties.** The International Aspects Committee shall perform such other duties as the President and/or Board of Directors shall prescribe.

#### **Section 8.06 Professional Programs Quality Assurance Governing Board (PPQAGB).**

**(a.) Composition.** This board shall consist of the chairperson, two (2) appointed members, and the chairperson of each credentialing board or testing program. The chairperson and the two appointed members, all of whom must be certified/credentialed by at least one (1) of the current certification or credentialing programs, shall be appointed by the President within thirty

(30) days after assuming office and shall serve under the direction of the Board of Directors. The initial term of appointment shall be four years for the chairperson, three years for one appointed member and two years for the remaining appointed members. All subsequent appointments shall be for four years.

**(b.) Authority.** The PPQAGB is charged with the responsibility of oversight of the credentialing boards and testing programs sponsored by the IAI and the maintenance of accreditation standards. The Chairperson may attend all meetings of the Board of Directors and shall act as a liaison between the various credentialing/testing programs and the IAI Board of Directors.

**(c.) Reports And Recommendations.** The PPQAGB shall file an annual report with the Board of Directors prior to the Annual Educational Conference of the IAI. The PPQAGB shall make recommendations to the Board of Directors, as necessary, concerning the administration of, and actions required of the Board of Directors to maintain the quality and viability of the various credentialing/testing programs.

**(d.) Voting.** All the members of the board, to include the Chairperson, shall have the right to vote at committee meetings. Board/program chairpersons may designate an alternate member of their board/program to represent their particular board/program if the chairpersons cannot attend the committee meetings of the PPQAGB. Alternates shall exercise the vote of the regular member in those instances. Motions shall be carried by a simple majority of the voting members present.

**(e.) Meetings.** The PPQAGB shall meet at least once each year in conjunction with the Annual Educational Conference of the IAI.

**(f.) Other Duties.** This committee shall perform such other duties as the President and/or Board of Directors shall prescribe.

#### **Section 8.07 Certification Boards.**

**(a.) Establishment.** Subject to the approval of the Board of Directors, an IAI certification board may be established in any of the forensic disciplines represented by a subcommittee of the Science and Practice Committee.

**(b.) Appointment.** The President shall appoint members of the certification boards. In the year of establishment, the President shall appoint seven (7) members of that discipline to staggered terms; three (3) appointments of two (2) years, two (2) appointments of three (3) years and two (2) appointments of four (4) years. Subsequent appointments will be for three-year terms as terms expire, and these appointees must be certified in the discipline the certification represents. For those certification boards with less than 100 certified individuals, the President is not required to make new appointments to expired terms, provided that the certification board never has less than 3 members. With the exception of the secretary, no member shall serve on a certification board more than six (6) consecutive years. However, for those certification boards with less than 100 certified individuals, the term limit may be waived. If a vacancy occurs, the President shall appoint a person certified in the discipline to fill the unexpired term of the vacant position. This appointment to an unexpired term shall not count towards the six year limitation.

**(c.) General Powers.** Each Certification Board may grant or deny certification and/or recertification. A Certification Board may recommend to the BOD that a certification be suspended or revoked when acting as a duly organized Professional Review Board.

**(d.) Guidelines.** Each Certification Board shall operate in conformance with the provisions of a Certification Standards and Procedures Manual approved by the Board of Directors and the provisions of the Operations Manual.

**(e.) Budget.** All Certification Boards shall present an annual budget to the Board of Directors. The Board of Directors shall approve said budget at the Annual Educational Conference as part of the overall budget setting process.

## **Section 8.08 Forensic Identification Standards Committee.**

(a.) **Composition.** The Chairperson and all other members of this committee shall be appointed by the President within thirty (30) days after assuming. The term of appointment for the appointed chairperson and members shall last for the duration of the President's term of office.

(b.) **Duty.** At the direction of the President or the Board of Directors, this committee shall, in consultation with the appropriate subcommittees of the Science and Practice Committee, review standards associated with forensic science disciplines practiced by members of the IAI. Standards developed in a specific discipline may address, but are not to be limited to topics regarding vocabulary, test methods, benchmarks, and procedures or guidelines inherent to the performance of that discipline's functions.

(c.) **Voting.** All the members of the committee, to include the Chairperson, shall have the right to vote at committee meetings.

(d.) **Committee Annual Report.** The Chairperson of this Committee is responsible for at least one (1) written report of activities. The Chairperson of this Committee must give a copy of this report to the Chief Operations Officer for publication in an official publication of the IAI as a part of the official minutes of the general membership meeting. A reading of this report at the general membership meeting by the Chairperson of this Committee may be waived at the discretion of the President. Additional reports may be required at the discretion of the President and/or Board of Directors.

(e.) **Other Duties.** The Forensic Identification Standards Committee shall perform such other duties as the President and/or Board of Directors shall prescribe.

## **Section 8.09 The Advisory Committee on Management Issues**

(a.) **Composition.** The Chairperson and all other members of this committee shall be appointed by the Chairperson within thirty (30) days after assuming office. The term of appointment for the appointed chairperson and members shall last for the duration of the Chairperson's term of office.

(b.) **Recommendations.** This committee shall make recommendations to the Chairperson of the Board of Directors in consultation with the Chief Operations Officer, on management issues related to the general business operation of the Association. These will include, but are not limited to; Association employees' leave policies, requested salary increases, changes in management operational organization, and deviation from any standard Association operational procedures.

(c.) **Voting.** All the members of the committee, to include the Chairperson, shall have the right to vote at committee meetings.

(d.) **Committee Annual Report.** The Chairperson of this Committee is responsible for at least one (1) annual written report of activities. The Chairperson of this Committee must give a copy of this report to the Chief Operations Officer prior to the annual general membership meeting for publication in an official publication of the IAI as a part of the official minutes of the general membership meeting. A reading of this report at the general membership meeting by the Chairperson of this Committee may be waived at the discretion of the President. Additional reports may be required at the discretion of the President and/or Board of Directors.

(e.) **Other Duties.** The Advisory Committee on Management Issues of Forensic Identification shall perform such other duties as the President and/or Board of Directors shall prescribe.

## **Section 8.10 Policies and Procedures, and Documents Committee**

**(a.) Composition.** The Chairperson and all other members of this Committee shall be appointed by the President within thirty (30) days after assuming office. The term of appointment for the appointed chairperson and members shall last for the duration of the President's term of office.

**(b.) Duty.** This Committee shall, subject to the approval of the Board of Directors, make recommendations to the Resolutions and Legislative Committee regarding the formal documents of the IAI which includes, and is not limited to, the Constitution, By-Laws, and Operations Manual.

**(c.) Voting.** All the members of the committee, to include the Chairperson, shall have the right to vote at committee meetings.

**(d.) Reporting to the Board of Directors.** As needed, the chairperson of this committee will report findings of the committee to the Board of Directors for their consideration.

**(e.) Other Duties.** The Policies and Procedures Committee shall perform such other duties as the President and/or Board of Directors shall prescribe.

### **Section 8.11 Publications Committee**

**(a.) Composition.** The First Vice President shall be the Chairperson of this committee. The Editor of each I.A.I. periodical publication and the Chief Operations Officer shall be voting members of this committee. Four additional members of this committee shall be appointed on the following basis by the President within thirty (30) days after assuming office.

**(1.) Staggered Term.** With the exception of the initial appointed members, each appointed member shall serve a staggered four year term.

**(2.) Initial Appointments.** For the initial appointed members, one appointee shall serve a one(1) year term, a second appointee shall serve a two (2) year term, a third appointee shall serve a three (3) year term and the fourth appointee shall serve a four (4) year term.

**(b.) Duties.** The committee shall establish and maintain policies and procedures dealing with all I.A.I. publications. The Committee shall make recommendations to the Board of Directors concerning present and future publication projects. The committee shall promote consistent high quality in publications. The committee shall assist in the selection of an Editor when a vacancy occurs.

**(c.) Voting.** All the members of the committee, to include the Chairperson, shall have the right to vote at committee meetings.

**(d.) Committee Annual Report.** The Chairperson of this Committee is responsible for at least one (1) written report of activities. The Chairperson of this Committee must give a copy of this report to the Chief Operations Officer prior to the annual general membership meeting for publication in an official publication of the IAI as a part of the official minutes of the general membership meeting. A reading of this report at the general membership meeting by the Chairperson of this Committee may be waived at the discretion of the President. Additional reports may be required at the discretion of the President and/or Board of Directors.

**(e.) Other Duties.** The Publications Committee shall perform such other duties as the President and/or Board of Directors shall prescribe.

### **Section 8.12 Publicity Committee**

**(a.) Composition.** An Active Member of the Association in good standing shall be appointed as the Chairperson of this committee by the President within thirty (30) days after assuming office. The Editors of the IAI periodical publications, shall be voting members of this Committee. Four to eight additional members of this committee shall be appointed by the President within thirty (30) days after assuming office. The term of appointment for the appointed

chairperson and members shall last for the duration of the President's term of office.

**(b.) Duties.** The committee shall advise the Board of Directors on policies and procedures dealing with all I.A.I. publicity. The Committee shall make recommendations to the Board of Directors concerning present and future publicity projects.

**(c.) Voting.** All the members of the committee, to include the Chairperson, shall have the right to vote at committee meetings.

**(d.) Committee Annual Report.** The Chairperson of this Committee is responsible for at least one (1) written report of activities. The Chairperson of this Committee must give a copy of this report to the Chief Operations Officer prior to the annual general membership meeting for publication in an official publication of the IAI as a part of the official minutes of the general membership meeting. A reading of this report at the general membership meeting by the Chairperson of this Committee may be waived at the discretion of the President. Additional reports may be required at the discretion of the President and/or Board of Directors.

**(e.) Other Duties.** The Publicity Committee shall perform such other duties as the President and/or Board of Directors shall prescribe.

### **Section 8.13 Safety Committee.**

**(a.) Composition.** A chairperson and seven (7) to ten (10) members, for a total of eight (8) to eleven (11) members, shall be appointed by the President within thirty (30) days after assuming office. The term of appointment for the appointed chairperson and members shall last for the duration of the President's term of office. All appointees must be either employed in a position including official duties related to crime laboratory safety and/or crime scene safety, or be retired from such a position.

**(b.) Duties.** This committee shall, subject to the approval of the Board of Directors, maintain and update any safety publications of this association. This committee shall advise the President on safety issues related to the forensic sciences. This committee shall conduct safety inspections of workshops held at all Annual Educational Conferences of the IAI. This committee will coordinate with the Educational Program Planner safety related matters, procedures, equipment, etc. that may arise from workshops taught at the Annual Educational Conferences. This committee shall also assist in finding speakers on safety issues for the Annual Educational Conferences.

**(c.) Voting.** All the members this committee, to include the Chairperson, shall have the right to vote at committee meetings.

**(d.) Committee Annual Report.** The Chairperson of this Committee is responsible for at least one (1) written report of activities. The Chairperson of this Committee must give a copy of this report to the Chief Operations Officer prior to the annual general membership meeting for publication in an official publication of the IAI as a part of the official minutes of the general membership meeting. A reading of this report at the general membership meeting by the Chairperson of this Committee may be waived at the discretion of the President. Additional reports may be required at the discretion of the President and/or Board of Directors.

**(e.) Other Duties.** This committee shall perform such other duties as the President and/or Board of Directors shall prescribe.

### **Section 8.14 Membership Committee.**

**(a.) Composition.** A chairperson and 4 members, for a total of 5, shall be appointed by the President within thirty (30) days after assuming office. The term of appointment for the appointed chairperson and members shall last for the duration of the President's term of office.

**(b.) Duties.** This committee shall develop policy recommendations for the President and/or Board of Directors on all matters related to membership, to include, but not limited to

recruitment, retention, qualifications, and student membership.

(c.) **Voting.** All the members this committee, to include the Chairperson, shall have the right to vote at committee meetings.

(d.) **Committee Annual Report.** The Chairperson of this Committee is responsible for at least one (1) written report of activities. The Chairperson of this Committee must give a copy of this report to the Chief Operations Officer prior to the annual general membership meeting for publication in an official publication of the IAI as a part of the official minutes of the general membership meeting. A reading of this report at the general membership meeting by the Chairperson of this Committee may be waived at the discretion of the President. Additional reports may be required at the discretion of the President and/or Board of Directors.

(e.) **Other Duties.** This committee shall perform such other duties as the President and/or Board of Directors shall prescribe.

#### **Section 8.15 Vendors' Liaison Committee.**

(a.) **Composition.** The First Vice President shall serve as the Chairperson and the other three (3) Vice Presidents shall serve as members. The term of appointment for the chairperson and members shall last for the duration of the President's term of office.

(b.) **Duties.** This committee shall develop policy recommendations for the President and/or Board of Directors on all matters related to the vendors. The committee shall also contact each vendor to determine if there are any problems. The committee shall take all reasonable measures to resolve any problems. However, if the committee cannot resolve any problem to the vendor's satisfaction, the problem shall be immediately referred to the President for appropriate action.

(c.) **Voting.** All the members this committee, to include the Chairperson, shall have the right to vote at committee meetings.

(d.) **Other Duties.** This committee shall perform such other duties as the President and/or Board of Directors shall prescribe.

#### **Section 8.16 Financial Review and Audit Committee.**

(a.) **Composition.** A chairperson and two (2) members, for a total of three (3), shall be appointed by the chairperson of the Board of Directors. All appointees must be voting members of the Board of Directors and their term of appointment shall last for the duration of the term of office of the chairperson of the Board of Directors.

(b.) **Duties.** This committee shall perform a monthly review of the financial records of this association, and review the annual audit.

(c.) **Voting.** All members of this committee, to include the chairperson, shall have the right to vote at committee meetings.

(d.) **Committee Annual Report.** The Chairperson of this Committee is responsible for at least one (1) annual written report of activities. The Chairperson of this Committee must give a copy of this report to the Chief Operations Officer prior to the annual general membership meeting for publication in an official publication of the IAI as a part of the minutes of the general membership meeting. A reading of this report at the general membership meeting by the Chairperson of this Committee may be waived at the discretion of the President. Additional reports may be required at the discretion of the President and/or Board of Directors.

(e.) **Other duties.** This committee shall perform such other duties as assigned by the Board of Directors.

#### **Section 8.17 Presidential Advisory Committee.**

**(a.) Composition.** The Committee shall consist of an odd number of past presidents with a minimum of 3 to a maximum of 9 members. The immediate past Chair of the Board of Directors shall chair this Committee. In the event the immediate past Chair is unable to fulfill the position, the President shall appoint another past President. All members except the chair shall be appointed by the President within thirty (30) days after assuming office. The term of appointment for the appointed members shall last for the duration of the President's term of office..

**(b.) Recommendations.** This committee shall research and advise the President on all issues assigned to the committee by the President.

**(c.) Voting.** All the members of the committee, to include the Chairperson, shall have the right to vote at committee meetings.

**(d.) Other duties.** The Committee shall perform such other duties as the President and/or Board of Directors shall prescribe.

#### **Section 8.18 Investment Committee.**

**(a.) Composition.** The Committee shall consist of an odd number of members with a minimum of three (3) to a maximum of nine (9) members to include the Chief Operations Officer.. The Chairperson must be a member of the Board of Directors. All members shall be appointed by the President within thirty (30) days after assuming office and shall serve under the direction of the President and the Board of Directors. In making these appointments the President should take into consideration the tax, financial, accounting, and investment experience of the persons selected. The term of appointment for the appointed members shall last for the duration of the President's term of office.

**(b.) Recommendations.** This Committee shall research and advise the Board of Directors on all issues related to the investment of Association funds.

**(c.) Voting.** All the members of the committee, to include the Chairperson, shall have the right to vote at committee meetings.

**(d.) Other duties.** The Committee shall perform such other duties as the President and/or Board of Directors shall prescribe.

**Section 8.19 Special Committee and Subcommittee Funding.** Any funding for any special committee or subcommittee appointed under the provisions of Article V, Section 5.02 of the Constitution shall be at the sole discretion of the Board of Directors.

**Section 8.20 Meetings.** All meetings of the committees and subcommittees may be held without prior notice at such time and at such place as shall from time to time be determined by the committee or subcommittee chairpersons, unless otherwise provided for in these By-Laws.

**Section 8.21 Vacancies.** Vacancies on any committee or subcommittee shall be filled by the President at his or her discretion.

**Section 8.22 Quorum.** At all meetings of any committee or subcommittee, a majority of the committee's or subcommittee's members then in office shall constitute a quorum for the transaction of business.

**Section 8.23 Manner of Acting.** The act of a majority of the members of any committee or subcommittee, present at any committee or subcommittee meeting at which there is a quorum shall be the act of the committee or subcommittee.

**Section 8.24 Minutes.** The committees and subcommittees shall keep regular minutes of their proceedings. Unless otherwise provided in these By-Laws, a copy of the minutes of all proceedings shall be provided to the Chief Operations Officer.

**Section 8.25 Parliamentary Rules.** All meetings of I.A.I. Certification Boards, Committees and Subcommittees shall be governed by Robert's Rules Of Order: the edition as specified in the Operations Manual, insofar as such rules are not inconsistent with or in conflict with the provisions of law, the Certificate of Incorporation, the Constitution, the By Laws, or the Operations Manual

**Section 8.26 Editor.** The Board of Directors at their Annual Meeting shall appoint an Active or Associate Member of the I.A.I. to hold and carry out the duties of the Editor for each of the I.A.I.'s periodical publications. The Editor(s) shall serve under the direction of the Board of Directors. The term of appointment shall be for five (5) years starting from January 1 of the year in which appointed, and continuing through to December 31 of the fifth year following the individual's appointment.

**(a.) Official I.A.I. Periodical Publications.** The Editors shall cause to be published and distributed to all members in good standing one (1) copy of each of the I.A.I.'s periodical publications as published.

**(b.) Annual IAI International Educational Conference Expenses.** The Editors shall receive allowances for travel in accordance with the I.A.I. travel policy in effect at the time of travel.

**(c.) Salary, Office Expenses and Revolving Petty Cash Fund.** The Editors shall receive an annual salary to be determined by the Board of Directors. The Editors shall receive allowances for facility rental and other usual and ordinary expenses entailed in carrying on the business of the I.A.I., as authorized by the Board of Directors upon presentation of the proper vouchers to the Chief Operations Officer.

**(d.) Annual Editors' Reports.** The editor(s) are responsible for submitting at least one (1) written report of activities on an annual basis. Such reports are required to be provided to the Chief Operations Officer prior to the annual general membership meeting for publication as part of the official minutes of the general membership meeting. Additional reports may be required at the discretion of the President and/or Board of Directors.

**(e.) Other Duties.** Editors shall perform such other duties as the President and/or Board of Directors shall prescribe.

**Section 8.27 General Counsel.** The Board of Directors shall appoint a person to carry out the duties of General Counsel. The appointee shall be a licensed attorney and does NOT have to be an Active or Associate Member of the I.A.I. The General Counsel shall serve under the direction of the Board of Directors and can be removed at any time by the Board of Directors.,

**(a.) Legal Advisor.** The General Counsel shall give prompt legal advice, as necessary, to the I.A.I. in connection with the administration of the affairs of the Association. All contacts with the General Counsel as a legal advisor must be approved in advance by either the President, the Chief Operating Officer, or the Chairperson of the Board of Directors, except as otherwise provided in these By-Laws.

**(b.) Committee Legal Advisor.** The General Counsel shall serve as the legal advisor of the Resolutions And Legislative Committee.

**(c.) Reimbursed Expenses.** The General Counsel shall be reimbursed for all coach travel, hotel, and food expenses incurred while attending the Annual IAI Educational Conference, and for all routine legal expenses incurred in carrying out the duties of this position. Reimbursement for any other expenses shall be subject to the approval by the Board of Directors. However, if the General Counsel travels by personal automobile, he or she will be reimbursed at the current United States federal government mileage reimbursement rate; such rate shall be obtained through the Office of the Chief Operations Officer.

**(d.) Other Duties.** The General Counsel shall perform such other duties as the President and/or Board of Directors shall prescribe.

**Section 8.28 Historian.** The Board of Directors at their Annual Meeting shall appoint an Active or Associate Member of the I.A.I. to hold and carry out the duties of the Historian. The Historian shall serve under the direction of the Board of Directors. The term of appointment shall be from conference to conference.

(a.) **Historical Files.** The Historian shall search for, collect, and have custody of all items of historical interest to the I.A.I. The Historian shall identify and mark each item, acknowledge the donor of each, and maintain an inventory of all materials on hand, and shall advise the membership of new acquisitions and other pertinent matters on an annual basis.

(b.) **Minutes and Publications.** The Historian shall collect and maintain copies of all parent body publications, as well as the minutes of the General Membership Meeting and the Board of Directors Meetings.

(c.) **Historical Display.** The Historian shall display or cause to be displayed on a special needs basis only items of possible interest which are related to the history of the IAI and/or any of the scientific identification professions.

(d.) **Annual Historian's Report.** The Historian is responsible for at least one (1) annual written report of activities. The Historian must give a copy of this report to the Chief Operations Officer prior to the annual general membership meeting for publication in an official publication of the IAI as a part of the official minutes of the general membership meeting. Additional reports may be required at the discretion of the President and/or Board of Directors.

(e.) **Other Duties.** The Historian shall perform such other duties as the President and/or Board of Directors shall prescribe.

**Section 8.29 Librarian.** With the establishment of the IAI archive at West Virginia University, the position of Librarian is abolished.

**Section 8.30 IAI Representatives To Other Organizations.**

(a.) **Representative.** A primary representative and one (1) alternate shall be appointed by the President within thirty (30) days after assuming office and shall serve under the direction of the President and the Board of Directors. The term of the appointment shall last for the duration of the President's term in office.

(b.) **Duties.** The primary representative or the alternate shall represent this association at the meetings of the board, group, commission or organization to which appointed.

(c.) **Report.** Within thirty (30) days after each meeting attended, the representative shall forward a brief report to the President and the Chief Operating Officer, describing what happened at the meeting, how this may affect members of the Association and recommendations for any action that may need to be taken by this Association.

(d.) **Posting.** The names of the boards, groups, commissions and organizations in which the I.A.I. participates and the names of the appointed representatives and alternates shall be published in the annual membership directory.

**Section 8.31 Student Representative.** The Board of Directors at their Annual Meeting shall appoint an Active or Associate Member of the I.A.I. to hold and carry out the duties of the Student Representative. The Student Representative shall serve under the direction of the President and the Board of Directors. The term of appointment shall be from conference to conference. Should the person seeking appointment to this position also be a member of the Board of Directors, the prospective appointee shall be disqualified from voting on this appointment and on any topics brought before the Board of Directors related to this position.

(a.) **Annual Conference Duties.** The Student Representative shall work closely with the I.A.I. Educational Program Planner and the I.A.I. Conference Planner to plan suitable activities, classes and workshops for students at the I.A.I. Annual Educational Conference.

**(b.) Annual Report.** The Student Representative shall make an annual report to the Board of Directors covering student issues and related activities.

**(c.) Reimbursed Expenses.** Any expenses related to this office that are to be reimbursed by the I.A.I. must be approved in advance by the Board of Directors. The only exception is for emergency situations. In emergency situations, any expenses related to this office that are to be reimbursed by the I.A.I. must be approved in advance by the Chief Operations Officer.

**(d.) Other Duties.** The Student Representative shall perform such other duties as the President and/or the Board of Directors shall prescribe.

## **Article IX Indemnification**

### **Section 9.01 Indemnification.**

**(a.) General Provisions.** Any person who at any time serves or has served as a member or Chairperson of the Board of Directors, Officer, Employee, or agent of the I.A.I., or in such capacity at the request of the Association for any other corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the I.A.I. to the fullest extent permitted by law (but only to the extent not paid or reimbursed by insurance or any other third party) against:

**(1.) Expenses.** All expenses, including attorneys' fees, actually and necessarily incurred by such person in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether or not brought by or on behalf of the Association, seeking to hold such person liable by reason of the fact of such capacity or the fact that such person is or was acting in such capacity; and

**(2.) Payments.** All payments made by such person in satisfaction of any judgment, money decree, fine, penalty or settlement for which such person may have become liable in any such action, suit, or proceeding.

**(b.) Broad Scope.** To the fullest extent permitted by law (but only to the extent not paid or reimbursed by insurance or any other third party) and when authorized by vote of a majority of the disinterested members of the Board of Directors, the I.A.I. may pay expenses incurred by a member of the Board of Directors, officer, employee or agent of the Association in defending a civil or criminal action, suit or proceeding in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to reimburse the I.A.I. for such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Association against such expenses.

**(c.) Good Faith Limitations.** Notwithstanding the foregoing provisions of this Article IX, Section 9.01, subsections a and b, the I.A.I. shall not indemnify or agree to indemnify any person against expenses or other liabilities incurred by such person on account of any activities or omissions if:

**(1.) Lack of Good Faith.** Such activities were not taken or such omissions were not made in good faith; or

**(2.) Conflict.** Such actions or omissions were at the time taken or made, as may be applicable, known or believed by such person to be clearly in conflict with the best interests of the Association; or

**(3.) Unlawful.** Such actions or omissions were at the time taken or made, as may be applicable, were of such a nature that the person should have known or should

have had a reasonable cause to believe that the actions or omissions were unlawful.

**(d.) Time Limitations.** Indemnification under the provisions of this Article IX of these By-Laws shall apply only to claims arising after the date of adoption of these By-Laws. Claims which arose prior to such date may only be indemnified against upon compliance with all applicable laws, after full disclosure of such claims along with all material facts related thereto and upon the approval of a majority of the Board of Directors.

**(e.) Costs Incurred Enforcing these Rights.** Any person entitled to indemnification under this Article IX of these By-Laws shall be entitled to recover all costs and expenses incurred in enforcing his or her rights hereunder.

**Section 9.02 Action by Board of Directors.** Except as provided below, the Board of Directors shall, by vote of a majority of the disinterested members, take all such action as may be necessary and appropriate to authorize the I.A.I. to pay any indemnification required by these By-Laws, including, without limitation, making a good faith evaluation of the manner in which the claimant for indemnity acted or failed to act and of the reasonable amount of any indemnity due such person. Notwithstanding the foregoing, however, if a majority of the Directors shall not be disinterested with respect to an indemnification claim made hereunder, the adversely interested party shall be required to prove that the transaction is just and reasonable to the Association. The termination of any action, suit, appeal or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner known or believed by such person not to be in or opposed to the best interests of the I.A.I. and, with respect to any criminal action or proceeding, shall not create the presumption that such person had reasonable cause to believe such conduct was unlawful.

**Section 9.03 Insurance.** The Board of Directors may authorize the I.A.I. to purchase and maintain insurance on behalf of any person who at any time serves or has served as a member of the Board of Directors, officer, employee or agent of the Association, or is or was serving in such capacity at the request of the I.A.I. for any other corporation, partnership, joint venture, trust or other enterprise, against liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such or acts in such capacity, whether or not the Association would have had the power to indemnify the person against such liability under the provisions of these By-Laws or the provisions of the relevant statutes of the state of Delaware.

**Section 9.04 Indemnified Individual.** Any person who at any time after the adoption of these By-Laws serves or has served as a member of the Board of Directors, officer, employee or agent of the I.A.I. or serves or has served in such capacity at the request of the Association for any other corporation, partnership, joint venture, trust or other enterprise shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of such person and shall not be exclusive of any other rights to which such person may be entitled apart from this Article IX of these By-Laws.

## **Article X Contracts, Checks and Deposits**

**Section 10.01 Contracts.** The Board of Directors may authorize any officer(s) or agent(s) to enter into any contract or execute and deliver any instrument on behalf of the I.A.I., and such authority may be general or confined to specific instances.

**(a.) Approval.** All contracts in the amount of \$5,000.00 or more must be reviewed by the IAI General Counsel and approved by the Chairman of the Board of Directors. Further, all Board Members shall be given timely notification of this approval.

**(b.) Retention.** A copy of all contracts involving the association shall be kept on file in the office of the Chief Operations Officer in conformance with the IAI records retention policy.

**Section 10.02 Checks and Drafts.** All checks, drafts or other orders for the payment of money

issued in the name of the I.A.I. shall be issued in conformance with the provisions of Article VII, Section 7.12, Subsection k of these By-Laws.

**Section 10.03 Deposits.** All deposits of I.A.I. funds shall be made in conformance with the provisions of Article VII, Section 7.12, Subsection k of these By-Laws.

## **Article XI Records and Reports**

**Section 11.01 Maintenance of Records.** The I.A.I. shall cause the following records to be kept.

**(a.) Financial Records.** Adequate and correct financial records shall be or shall be caused to be kept and maintained by the Chief Operations Officer in conformance with the provisions of Article VII, Section 7.12, Subsection j of these By-Laws. Copies of these records shall be made available within a reasonable time when necessary at the Principal Executive Office, the location of which is defined in Article I, Section 1.01 of these By-Laws.

**(b.) Written Minutes.** Written minutes of the meetings of the General Membership, Board of Directors, Committees, Subcommittees and Certification Boards shall be or shall be caused to be kept and maintained by the Chief Operations Officer in conformance with the provisions of Article VII, Section 7.12, Subsection a of these By-Laws. Copies of these records shall be made available within a reasonable time when necessary at the Principal Executive Office of the I.A.I., the location of which is defined in Article I, Section 1.01 of these By-Laws.

**Section 11.02 Annual Secretary's Report.** The Chief Operations Officer shall present an annual Secretary's Report at each annual General Membership Meeting as referred to in Article VII, Section 7.12, Subsection i of these By-Laws.

**Section 11.03 Annual Treasurer's Report.** The Chief Operations Officer shall present an annual Treasurer's Report and the results of the annual audit of the financial records at each annual General Membership Meeting as referred to in Article VII, Section 7.12, Subsections j and m of these By-Laws.

**Section 11.04 Records on File.** The I.A.I. shall keep at its Principal Executive Office, which is defined in Article I, Section 1.01 of these By-Laws, the original or a copy of the Certification of Incorporation as amended to date, the Constitution as amended to date, the By-Laws as amended to date, a copy of the Operations Manual as amended to date, a copy of the financial records, minutes of all I.A.I. meetings and a copy of all Association reports.

**Section 11.05 Inspection of Documents and Records.** All documents and records maintained at the I.A.I. Principal Executive Office, with the exception of documents and records related to pending ethics violations, shall be open to inspection by the Officers, Members of the Board of Directors, Chairpersons and Members in good standing at all reasonable times during normal office hours. This inspection by an Association Member in good standing may be made in person or by an agent or attorney of the Member in good standing. This right of inspection by a Member in good standing includes the right to copy (at the member's expense, or for a reasonable fee) and make extracts of documents and records.

**Section 11.06 Fiscal Year.** The fiscal year of the I.A.I. shall consist of a twelve (12) month period running from January 1 through December 31.

## **Article XII Membership Cards and Certificates**

**Section 12.01 Form and Issuance.** Original annual membership cards and the original initial membership certificate shall be issued to each Member in good standing by the Chief Operations Officer in conformance with the provisions of Article VII, Section 7.12, Subsection h of these By-Laws.

**Section 12.02 Replacements.** The Chief Operations Officer may issue a new membership card

and/or certificate in place of any card and/or certificate previously issued if the member named in the card and/or certificate notifies the Chief Operations Officer that the prior card and/or certificate has been lost, destroyed, or stolen; and asks for a replacement. Also, the Member in good standing must satisfy any other reasonable requirements imposed by the Board of Directors such as a reasonable replacement fee.

### **Article XIII Dues and Assessments**

**Section 13.01 Amount.** Effective January 1, 2008, the annual membership dues shall be seventy dollars (\$70.00) in United States Currency for members in the United States, thirty-five dollars (\$35.00) in United States Currency for student members in the United States, thirty dollars (\$30.00) in United States Currency for student members outside the United States, and sixty dollars (\$60.00) in United States Currency for members outside the United States, which amount shall include a subscription to the Association's Official Journal. Sustaining memberships are calculated to be an amount equivalent to ten (10) times the annual dues. Also, the Board of Directors is empowered only by a unanimous vote of the Board of Directors, to levy assessments upon the Membership when in the Board of Director's judgment the needs of the I.A.I. require such action.

**Section 13.02 Payment.** Dues paid to the I.A.I. by any new applicant, or applicant for reinstatement, shall be applied to the dues for that calendar year only. However, dues paid by a new applicant between October 1 and December 31 shall apply to the following calendar year.

**Section 13.03 Termination of Member.** Any current Member who is delinquent as of March 31st in the payment of dues for the current year is deemed to be not in good standing, and it shall be the duty of the Chief Operations Officer to notify such member of that fact immediately thereafter, and to suspend from membership and remove such member's name from the Current Membership Roster (mailing list) of the I.A.I. as referenced in Article VII, Section 7.12, Subsection b of these By-Laws.

**Section 13.04 Reinstatement.** In the event a member is not in good standing for nonpayment of dues, as provided for in Article XIII, Section 13.03 of these By-Laws, or has otherwise withdrawn their membership while in good standing, they may be reinstated and restored to their original membership status, including their former member number provided the following: the member pays dues for the current year, and that three years or less has elapsed since the membership was terminated. If more than three years have elapsed, the member must reapply as a new member. Eligibility for Life Membership shall be based on the number of years that dues were paid and those years do not need to be consecutive. For the purposes of this section, any Member who resigns in lieu of responding to allegations of an ethics violations shall be considered to have withdrawn their membership while NOT in good standing and such former Members may reapply for membership only as a new member.

### **Article XIV Regional I.A.I. Divisions**

**Section 14.01 Approval.** As referred to in Article IV, Section 4.04 of these By-Laws, the Board of Directors may approve the formation of, and may grant a charter to a Division of the I.A.I. in any region of any nation or nations in conformance with the provisions of the By-Laws and the Operations Manual.

**(a.) Submission for Approval.** A copy of the Constitution and By-Laws of the proposed Regional Division shall be submitted to the Board of Directors for approval in conformance with the provisions of the I.A.I. By-Laws and the I.A.I. Operations Manual. The original Constitution and By-Laws of the proposed Regional Division shall be subject to the approval of the Board of Directors, and shall not become effective unless and until such approval is obtained. However, if the Board of Directors does not take any action within six months after receipt by the Association, the submitted Constitution and By-Laws are automatically approved without any further action by the Board of Directors.

**(b.) Suspension, Cancellation, or Withdrawal.** Once approved, such charter may be suspended, canceled or withdrawn for reasonable cause by the Board of Directors.

**Section 14.02 Written Request.** A written request for the formation of such a Regional Division shall be made to the Board of Directors by five (5) or more Active or Life Active Members in good standing of the IAI who will be or are Members in good standing of the proposed Regional Division.

**Section 14.03 Approval of Amendments to Division Constitutions and By-Laws.** All amendments to division constitutions and By-Laws shall be submitted to the Chief Operations Officer (COO), and shall not be effective until approved by the IAI. The COO and the Division Representative shall administratively review the submitted amendment or amendments. If there is a significant administrative problem that cannot be corrected by consulting with the division, the amendment or amendments will be returned to the division with written suggestions on how to correct the administrative problem. After being corrected, the amendment or amendments must be resubmitted for review and approval. If the COO determines that legal review is necessary, amendments shall be forwarded to the General Counsel. The General Counsel shall consult with the COO and if appropriate, recommend revisions. The COO shall forward any comments and suggestions, if any, to the submitting division. If there are no identified problems, the COO shall immediately notify the submitting divisions that the amendment or amendments have been approved. However, if the COO does not take any action within six months after receipt by the Association, the submitted amendment or amendments are automatically approved without any further action by the IAI.

**Section 14.04 Annual Division Report.** No later than sixty (60) days prior to the Annual General Membership Meeting, an annual report of the activities for the previous calendar year of each Chartered Regional Division shall be submitted in writing by the Division Secretary or Division Regional Representative to the IAI Division Representative, who shall present said report in total or in summary form at the Annual General Membership Meeting as referred to in Article VII, Section 7.15, Subsection b of these By-Laws. This report should include the status of any amendments to the Division's Constitution or By-Laws, any issues the Division desires to have presented to the Board of Directors, the number of members in the Division, the number of Division members who are also members of the IAI, a brief summary of all meetings held and scheduled, a list of all Division publications and a brief summary of any other Division activities.

**Section 14.05 Regional Representatives.** The Regional Representatives shall act in an advisory capacity, and assist the President, other Officers and the Board of Directors in all matters pertaining to the welfare of the I.A.I. in the attainment of its objectives and the solicitation of new members. All Regional Representatives shall be members in good standing of both the I.A.I. and their respective Regional Divisions.

**(a.) Appointment.** Appointments shall be made by the President. Each Regional Division will forward their recommendation for their respective Regional Representative to the incoming President at least 30 days before he or she assumes office. The President will appoint one Regional Representative for each Regional Division within 30 days after taking office. Representatives from areas without a Division charter may be appointed by the President within 30 days after taking office. In the event of a position vacancy within a Regional Division, that Division shall forward a recommendation to the President for the appointment of said representative. The term of appointment shall last for the duration of the President's term of office.

**(b.) Processing Membership Applications.** All applications of candidates for membership in the I.A.I. shall be forwarded to the respective Regional Representative by the I.A.I. Chief Operations Officer in conformance with the provisions of Article VII, Section 7.12, Subsection f of these By Laws. It shall be the duty of the Regional Representative to make an immediate and thorough investigation of the applicant's character and qualifications for membership in conformance with the provisions of the Operations Manual. Upon completion of this investigation, the Regional Representative shall write approved or disapproved on the application and return the application to the I.A.I. Chief Operations Officer. If the application is disapproved, a brief written explanation of the reason for disapproval should be included.

**(c.) Other Duties.** The Regional Representatives shall perform such other duties as the President and/or Board of Directors shall prescribe.

**Section 14.06 Ethics Violations, Division Reporting Requirements.** The Division President,

Secretary, or other person specified in the Division Constitution or By-Laws, shall forthwith send written notification to the President of the International Association for Identification of any disciplinary action for an ethical violation that is taken against a division member who is also a member of the International Association for Identification. This reporting requirement shall also apply if the member resigns during an ethics investigation, resigns in lieu of accepting discipline, or simply does not renew his or her membership.

## **Article XV Johnson-Whyte Memorial Foundation Fund**

**Section 15.01 Purpose.** The I.A.I., recognizing the need for an expanded professional forensic scientific community, has created and established, as an integral part of the I.A.I., the “Johnson-Whyte Memorial Foundation Fund” (Fund) instituted in memory of Robert L. Johnson, William Whyte, and those deceased I.A.I. members who dedicated their lives to the advancement of the science of forensic identification. The purpose of the Foundation Fund is to provide grants for researchers and scholarships for students who are seeking education and employment within the forensic identification community; to provide educational grants for members of the I.A.I. who live and work outside of the host country to assist them in attending the I.A.I.’s Annual Educational Conference, and to promote the advancement of forensic identification as a profession on an international basis.

**Section 15.02 Administration.** The Johnson-Whyte Memorial Foundation Fund is an internal fund of the I.A.I. and shall be managed by the Board of Directors of the I.A.I. The Board is responsible for investing and managing all assets of the Fund and for the approval of expenditures for the administration of the Fund. The Board may delegate to a board of advisors certain administrative functions as may be deemed appropriate.

**Section 15.03 Grants and Scholarships.** The award of research grants and scholarships will be determined by the Long Range Planning and Continuity of Office Committee. The monetary amount of funds available in any given year for research grants and scholarships will be determined annually by the Board of Directors.

**Section 15.04 Contributions.** The expressed goal of the Fund is to become a self-sustaining research and scholarship fund. As such, all contributions to the Fund will be held in perpetuity and only income from investments shall be reported as being available for research grants or scholarships. Funds from the principal may be used for necessary Fund administration. All contributions are cumulative and will be recognized as listed below:

**(a.) Individual Contributions.**

**(1.) Fellow.** All individuals who contribute \$500.00 (U.S.), in a lump sum or cumulatively, shall be designated as a Fellow and shall receive a lapel pin and certificate.

**(2.) Ruby Level Fellow.** All individuals who contribute \$1,000.00 (U.S.), in a lump sum or cumulatively, shall be designated as a Ruby Level Fellow and shall receive a jeweled lapel pin and a certificate.

**(3.) Diamond Level Fellow.** All individuals who contribute \$1,500.00 (U.S.), in a lump sum or cumulatively, shall be designated as a Diamond Level Fellow and shall receive a jeweled lapel pin and a certificate.

**(4.) Larger Contributions.** Larger contributions will receive recognition as listed under Organizational Contributions.

**(b.) Organizational Contributions.**

**(1.) Trustee’s Award.** All organizations or individuals who contribute \$2,000.00 (U.S.), in a lump sum or cumulatively, shall be recognized with the Trustee’s Award and will receive a plaque designating such.

**(2.) Board of Director's Award.** All organizations or individuals who contribute \$5,000.00 (U.S.), in a lump sum or cumulatively, shall be recognized with the Board of Director's Award and will receive a plaque designating such.

**(3.) Presidential Award.** All organizations or individuals who contribute \$10,000.00 (U.S.), in a lump sum or cumulatively, shall be recognized with the Presidential Award and will receive a plaque designating such.

**(4.) Foundation Award.** All organizations or individuals who contribute \$20,000.00 (U.S.), in a lump sum or cumulatively, shall be recognized with the Foundation Award and will receive a plaque designating such.

**(c.) I.A.I. Division Contributions.**

**(1.) 100% Contributor.** All I.A.I. Divisions which contribute \$2.00 (U.S.) for each of their members shall be recognized as a 100% Contributor and will receive a certificate.

**(2.) Bronze Award Contributor.** All I.A.I. Divisions which contribute \$1,000.00 (U.S.), in a lump sum or cumulatively, shall be recognized as Bronze Award Contributor and will receive a plaque designating such.

**(3.) Silver Award Contributor.** All I.A.I. Divisions which contribute \$2,000.00 (U.S.), in a lump sum or cumulatively, shall be recognized as a Silver Award Contributor and will receive a plaque designating such.

**(4.) Gold Award Contributor.** All I.A.I. Divisions which contribute \$5,000.00 (U.S.), in a lump sum or cumulatively, shall be recognized as a Gold Award Contributor and will receive a plaque designating such.

**Section 15.05 Implementation.** The provisions of Article XV of these By-Laws shall be implemented in writing in the I.A.I. Operations Manual.

**Section 15.06 Additional Foundation Funds.** Nothing in this section shall preclude the establishment of other Foundation Funds within the I.A.I.'s fund structure.

## **Article XVI Disciplinary Actions**

### **Section 16.01 Violations Regarding Ethics, Professional Conduct and Technical Errors.**

**(a.) Processing of Complaints.** (see Appendix A, Flowchart of Complaint Process)

**(1.) Complaint.** The Complaint may be from someone other than the President, or from the President.

**(a.) Signed Written Complaint.** Any allegation of violations from other than the President regarding ethics, professional conduct and/or technical errors must be in the form of a written communication that is signed and sent to the President or person acting in place of the President in conformance with these By-Laws. Once the President receives a written communication, it shall be referred to as the Petition.

**(b.) President As Complainant.** In the event an allegation, such as a finding in a court of competent jurisdiction, which has not been submitted in writing in conformance with 16.01(a)(1)(a) but has come to the attention of the President through some other means and the President upon review of the allegation has probable cause to believe such allegation is a potential violation(s) regarding ethics, professional conduct, and/or technical error(s), then the

President may prepare as the a complaint as the complainant in compliance with Section 16.01(a)(2) and submit to the First Vice President in consultation with the Association's General Counsel shall review the Petition to ensure the necessary elements enumerated in Subsections 16.01(a)(1)(a), (a)(2), and (a)(3) have been complied with. Once it has been determined that the petition complies with all requirements as set forth 16.01(a)(1)(a), (a)(2) and (a)(3) it shall continue as any other Petition.

**(2.) Content of the Petition.** A Petition must include the following: The name and contact information of the Petitioner and the Respondent; an allegation of the existence of one or more technical errors and/or violations of the Association's Constitution, By-Laws, Code of Ethics, and/or Standards of Professional Conduct; an adequate factual basis for the allegation(s); and any necessary documentation or other supporting materials and information.

**(3.) Initial Review of the Petition.** Within thirty (30) business days of receipt of the Petition, the President in consultation with the Association's General Counsel, shall review the Petition to determine if it complies with the requirements of Sections 16.01(a)(1)(a) and (a)(2). If the President determines that the Petition does not comply with these By-Laws then, citing the specific deficiency or deficiencies, the President shall notify the Petitioner that the Petition will not be considered. The Petitioner may re-file an amended Petition within fifteen (15) business days of the date of the rejection letter.

**(4.) Professional Review Board.** Once a Petition is determined to conform to the requirements of these By-Laws, the President shall have (15) business days to appoint three (3) individuals to a Professional Review Board; hereinafter referred to as "PRB", to address the Petition. In the event that the Petition alleges a technical error, two of the three members of the PRB must be subject matter experts drawn from the appropriate certification board or if such certification board does not exist, the appropriate Science and Practice Subcommittee. If for any reason a member of the PRB is unable to perform these or/and other duties the President shall immediately appoint another qualified member. The PRB shall act by majority vote. In addition to the three voting members of the PRB, the Second Vice President shall act as Chairperson of the PRB but will not have a vote in the decision made by the PRB. The Chair will be responsible for collating the results of the review of the parties' submissions and drafting the factual findings and recommendation to the President and Chairman of the Board of Directors. The PRB will schedule at least one meeting, in person or via conference call, to review the Petition and Response, if any.

**(5.) Notice Requirements.** Concurrent with the selection of the PRB, the President, in consultation with General Counsel, shall inform the Respondent in writing that a Petition has been submitted. The President shall provide the Respondent with a copy of the Petition, including all submitted supporting materials, as well as a copy of Article XVI of the By-Laws. Respondent may submit a written response to the Petition which must be submitted within thirty (30) business days of the date of the notification letter.

**(6.) Decision of PRB.** The PRB shall strive to render a decision on the Petition within (90) business days of receipt of the Petition and shall notify the President and Chairperson of the Board of Directors, in writing, of its factual findings and recommendation(s). The Board of Directors shall consider the findings of the PRB and decide whether to dismiss the complaint or proceed with disciplinary action. Possible disciplinary actions include, but are not limited to, private reprimand, public written reprimand, suspension of membership/expulsion, revocation of membership, suspension of certification and revocation of certification. The Board of Directors' decision will be forwarded to the Association's General Counsel who will notify the Respondent and the Petitioner in writing of the Board of Director's decision. If the decision of the Board of Directors results in discipline, the sanction shall not be enforced until the appeal period has expired or an appeal has been decided.

**(7.) Appeal.** The Respondent may appeal the decision of the Board of Directors by filing a written request with the current President within thirty (30) business days of the date of the General Counsel's written notification letter. The written request for an appeal shall address one or more of the following questions: (1) Were there facts or circumstances which the PRB failed to consider? (2) Were there facts or circumstances for which the PRB failed to give sufficient weight? (3) Is there new evidence which was unavailable to the PRB which should be considered now? (4) Was the penalty imposed inappropriate to the offense charged? (5) Was the disciplinary process in accordance with Article XVI? If the current President determines the notice of appeal is timely and states the requirements set forth in this section, the current President shall establish a Board of Appeals, the composition of which is described below, to hear the appeal.

**(a.) Composition of Board of Appeals.** The Board of Appeals shall consist of five (5) members. The Association's current First Vice President shall serve as the hearing officer and the current Third and Fourth Vice Presidents shall serve as voting members. The President shall appoint two (2) additional members from the Association's General Membership, not to include current members of the Board of Directors, I.A.I. Officers or Past Presidents of the Association. If the petition involves a technical error that is within the province of a specific certifying board or if such a certification board does not exist, the appropriate Science and Practice Subcommittee, the chairperson of that discipline's certification board or appropriate Science and Practice Subcommittee shall recommend two (2) members for appointment by the President to the Board of Appeals in lieu of appointing two (2) individuals for the General Membership. The I.A.I. General Counsel shall serve as General Counsel to the Board of Appeals in an advisory capacity.

**(b.) Presentation of Petition.** The Second Vice President shall present the Petition and all supporting documentation, the Respondent's documentation, the PRB's written findings and recommendations, the final decision of the Board of Directors and the written request for the appeal. The Respondent shall have the right to appear before the Board of Appeals. The Respondent shall have the right to be accompanied by a representative, who will not participate in the hearing, (nor speak on behalf of the Respondent), in other than in an advisory capacity to the Respondent. The Respondent may submit additional information within the sole discretion of the Board of Appeals. If necessary or appropriate, the Board of Appeals may request additional information from the parties. The Board of Appeals may render one of the following decisions: Uphold the decision of the Board of Directors, Overturn the decision of the Board of Directors, or Remand the Petition to the Professional Review Board or Board of Directors as appropriate for further consideration. The Board of Appeals shall strive to issue its ruling within sixty (60) business days of receipt of the notice of appeal. The Chair of the Board of Appeals shall inform the parties in writing and the President and Chairperson of the Board of Directors of its decision. Unless the Board of Appeals remands the matter to the PRB or Board of Directors, the Board of Appeals decision is final.

**(8.) Effect of Resignation by Respondent.** If the Respondent resigns as a member of the I.A.I. while a disciplinary process is pending, the President, in consultation with the General Counsel shall decide whether the petition should proceed.

**(9.) Effect of Lapse of Membership.** If the Respondent's membership lapses due to non-payment of dues, it shall be handled in the same manner as a resignation.

**(10.) Publication.** The Association may publicize the nature, existence, or preliminary or final result of any disciplinary proceeding or action, at any stage, if deemed by the Board of Directors to be in the interests of the Association.

**(b.) Funding.** Except for exigent circumstances, the Board of Directors shall approve all funding for the operation of the Professional Review Board *and the Board of Appeals* in advance any in-person meeting. In the event of exigent circumstances, the President may approve emergency spending up to a limit of \$2,500.00. As soon as possible, any emergency spending approval will be communicated to the Chairperson of the Board of Directors.

**Article XVII**  
**Interpretation of By-Laws**

**Section 17.01 Broad Interpretation.** The provisions of these By-Laws shall be interpreted as broadly as lawfully possible to carry out the lawful purposes for which the I.A.I. was formed.

**Section 17.02 Limitations on Broad Interpretation.** Due to the ambiguous nature of any written language, it may be possible to have more than one interpretation of any given provision of the By-Laws. At all times the provisions of this document shall be construed in a manner that is in accordance with the laws of the State of Delaware and with the provisions of the United States Internal Revenue Service Regulations (IRS Code) for a non-profit professional organization.

**Section 17.03 Conflict.** If there is any conflict between the provisions of these By-Laws and the Constitution, the Constitution shall govern. If there is any conflict between the provisions of these By-Laws and any procedural or operations manual, the By-Laws shall govern.

**Section 17.04 Effect of Unenforceable or Invalid Provision.** Should any of the provisions or portions of these By-Laws be held unenforceable or invalid for any reason, the remaining provisions and portions of these By-Laws shall be unaffected by such holding.

**Article XVII**  
**Official Language**

**Section 18.01 Official Language.** The official language of the I.A.I. shall be English.

**Section 18.02 Exception.** Section 18.01 shall not preclude the I.A.I. from translating publications and/or notices into other language(s).

**Article XIX**  
**Amendments**

**Section 19.01 Amendments.**

**(a.) Required Vote.** Except as otherwise provided herein or by law, these By-Laws shall not be amended or repealed without a majority vote at one (1) Annual General Membership Meeting.

**(b.) Publication.** By at least 5:00 pm two (2) days prior to the Annual General Membership meeting in which any Amendment or Amendments to these By-Laws will be voted on, the Chairperson or Recording Secretary of the I.A.I. Resolutions and Legislative Committee shall post each proposed Amendment to these By-Laws in the form of a written resolution at the site of the General Membership Meeting.

**Section 19.02 Effective Date of Amendment.** An Amendment to these By-Laws shall become effective immediately only upon being passed at an Annual General Membership Meeting, and compliance with the legal requirements imposed by the laws of the State of Delaware.

**Section 19.03 Adoption.**

**(a.) Required Vote.** Except as otherwise provided by law, these By-Laws shall be adopted by a majority vote at one (1) Annual General Membership Meeting.

**(b.) Publication.** At least one (1) month prior to the Annual General Membership meeting in which amendments to these By-Laws will be voted on, the Chief Operations Officer shall have the current version of the By-Laws published in an official Association publication.

**Section 19.04 Effective Date of Adoption.** The adoption of these By-Laws shall become effective immediately only upon being passed at an Annual General Membership Meeting.

Appendix A

**FLOW CHART OF COMPLAINT PROCESS**

