

# Bylaws of the International Association for Identification

A Delaware Non-Profit Corporation  
as amended through August 5, 2022

## TABLE OF CONTENTS

ARTICLE/SECTION	Page
<b>ARTICLE I - OFFICES</b> .....	<b>5</b>
SECTION 1.01 PRINCIPAL EXECUTIVE OFFICE .....	5
SECTION 1.02 OTHER OFFICES .....	5
<b>ARTICLE II - MEMBERSHIP</b> .....	<b>5</b>
SECTION 2.01 ACTIVE OR ASSOCIATE MEMBERSHIP .....	5
SECTION 2.02 ACTIVE MEMBERSHIP .....	5
SECTION 2.03 LIFE ACTIVE MEMBERSHIP .....	5
SECTION 2.04 SUSTAINING ACTIVE MEMBERSHIP .....	5
SECTION 2.05 ASSOCIATE MEMBERSHIP .....	5
SECTION 2.06 LIFE ASSOCIATE MEMBERSHIP .....	5
SECTION 2.07 SUSTAINING ASSOCIATE MEMBERSHIP .....	6
SECTION 2.08 HONORARY MEMBERSHIP .....	6
SECTION 2.09 DISTINGUISHED MEMBERSHIP .....	6
SECTION 2.10 STUDENT MEMBERSHIP .....	6
SECTION 2.11 TERMINATION OF MEMBERSHIP .....	6
<b>ARTICLE III - EDUCATIONAL CONFERENCES AND MEMBERSHIP MEETINGS</b> .....	<b>6</b>
SECTION 3.01 PLACE OF EDUCATIONAL CONFERENCES .....	6
SECTION 3.02 NOTICE OF EDUCATIONAL CONFERENCE .....	6
SECTION 3.03 OPENING CEREMONIES AND EDUCATIONAL PROGRAMS .....	6
SECTION 3.04 ANNUAL GENERAL MEMBERSHIP MEETING .....	6
SECTION 3.05 SUBSTITUTE ANNUAL GENERAL MEMBERSHIP MEETING .....	6
SECTION 3.06 SPECIAL MEETINGS .....	7
SECTION 3.07 NOTICE OF SPECIAL MEETINGS .....	7
SECTION 3.08 QUORUM .....	7
SECTION 3.09 VOTE BY MEMBERSHIP .....	7
SECTION 3.10 PARLIAMENTARY RULES .....	7
SECTION 3.11 FINANCIAL REPORT FROM ANNUAL IAI INTERNATIONAL EDUCATIONAL CONFERENCE .....	7
<b>ARTICLE IV - AUTHORITY, POWERS, AND DUTIES OF THE BOARD OF DIRECTORS</b> .....	<b>7</b>
SECTION 4.01 GENERAL POWERS AS POLICY MAKING BODY .....	7
SECTION 4.02 APPROVAL OF SEMINARS AND MEETINGS .....	7
SECTION 4.03 APPROVAL OF MEMBERSHIP APPLICATIONS .....	7
SECTION 4.04 DIVISIONS .....	7
SECTION 4.05 APPROVAL OF EXPENDITURES .....	8
SECTION 4.06 FINANCE REVIEW AND AUDIT COMMITTEE .....	8
SECTION 4.07 APPROVAL OF SUBSTITUTE ANNUAL MEMBERSHIP MEETING .....	8
SECTION 4.08 AWARDS .....	8
SECTION 4.09 APPROVAL OF DISTINGUISHED MEMBERSHIP STATUS .....	8
SECTION 4.10 REVIEW OF DRAFT RESOLUTIONS .....	8
SECTION 4.11 AUDIT .....	8
<b>ARTICLE V - ELECTION AND/OR APPOINTMENT OF THE BOARD OF DIRECTORS</b> .....	<b>8</b>
SECTION 5.01 NUMBER, VOTING RIGHTS, TERM, AND QUALIFICATIONS .....	8
SECTION 5.02 ELECTION .....	8
SECTION 5.03 VACANCIES .....	9
SECTION 5.04 REMOVAL AND RESIGNATION .....	9

<b>ARTICLE VI - MEETINGS OF THE BOARD OF DIRECTORS.....</b>	<b>9</b>
SECTION 6.01 REGULAR MEETINGS.....	9
SECTION 6.02 SPECIAL MEETINGS.....	9
SECTION 6.03 ADJOURNMENT.....	9
SECTION 6.04 NOTICE OF BOARD OF DIRECTORS MEETINGS.....	9
SECTION 6.05 WAIVER OF NOTICE.....	10
SECTION 6.06 ATTENDANCE AT BOARD OF DIRECTORS MEETINGS.....	10
SECTION 6.07 PUBLICATION OF ACTIVITIES.....	10
SECTION 6.08 QUORUM.....	10
SECTION 6.09 MANNER OF ACTING.....	10
SECTION 6.10 PARLIAMENTARY RULES.....	10
SECTION 6.11 ACTION WITHOUT A MEETING AND MEETINGS BY TELEPHONE.....	10
SECTION 6.12 COMPENSATION AND REIMBURSEMENT OF EXPENSES.....	11
SECTION 6.13 ADMINISTRATIVE HEARINGS.....	11
SECTION 6.14 EXECUTIVE SESSION.....	11
<b>ARTICLE VII - OFFICERS.....</b>	<b>11</b>
SECTION 7.01 LIMITATION ON HOLDING MULTIPLE OFFICES.....	11
SECTION 7.02 ELECTED OFFICERS, MEMBERSHIP QUALIFICATIONS AND TERM.....	11
SECTION 7.03 APPOINTED OFFICER.....	11
SECTION 7.04 REMOVAL AND RESIGNATION.....	11
SECTION 7.05 VACANCIES IN OFFICE.....	11
SECTION 7.06 COMPENSATION AND EXPENSES.....	11
SECTION 7.07 PRESIDENT.....	12
SECTION 7.08 FIRST VICE PRESIDENT.....	12
SECTION 7.09 SECOND VICE PRESIDENT.....	13
SECTION 7.10 THIRD VICE PRESIDENT.....	13
SECTION 7.11 FOURTH VICE PRESIDENT.....	14
SECTION 7.12 CHIEF OPERATIONS OFFICER.....	14
SECTION 7.13 INTERNATIONAL REPRESENTATIVE.....	15
SECTION 7.14 SERGEANT-AT-ARMS.....	15
SECTION 7.15 DIVISION REPRESENTATIVE.....	15
SECTION 7.16 PARLIAMENTARIAN.....	15
SECTION 7.17 CHAIRPERSON.....	15
<b>ARTICLE VIII - COMMITTEES, CERTIFICATION BOARDS AND OTHER APPOINTED POSITIONS.....</b>	<b>16</b>
SECTION 8.01 NOMINATING COMMITTEE.....	16
SECTION 8.02 SCIENCE AND PRACTICE COMMITTEE AND SUBCOMMITTEES.....	16
SECTION 8.03 RESOLUTIONS AND LEGISLATIVE COMMITTEE.....	18
SECTION 8.04 LONG RANGE PLANNING AND CONTINUITY OF OFFICE COMMITTEE.....	18
SECTION 8.05 INTERNATIONAL ASPECTS COMMITTEE.....	19
SECTION 8.06 FORENSIC CERTIFICATION MANAGEMENT BOARD (“FCMB”).....	19
SECTION 8.07 CERTIFICATION BOARDS.....	20
SECTION 8.08 THE ADVISORY COMMITTEE ON MANAGEMENT ISSUES.....	20
SECTION 8.09 POLICIES AND PROCEDURES, AND DOCUMENTS COMMITTEE.....	20
SECTION 8.10 PUBLICATIONS COMMITTEE.....	21
SECTION 8.11 PUBLICITY COMMITTEE.....	21
SECTION 8.12 MEMBERSHIP COMMITTEE.....	21
SECTION 8.13 VENDORS’ LIAISON COMMITTEE.....	21
SECTION 8.14 FINANCIAL REVIEW AND AUDIT COMMITTEE.....	22
SECTION 8.15 PRESIDENTIAL ADVISORY COMMITTEE.....	22
SECTION 8.16 INVESTMENT COMMITTEE.....	22
SECTION 8.17 FORENSIC MANAGEMENT COMMITTEE.....	23
SECTION 8.18 STUDENT ADVOCACY COMMITTEE.....	23
SECTION 8.19 GOVERNMENTAL AFFAIRS COMMITTEE.....	23
SECTION 8.20 DIVISION INTERACTION & AFFAIRS COMMITTEE.....	23
SECTION 8.21 MEETINGS.....	24
SECTION 8.22 VACANCIES.....	24

SECTION 8.23 QUORUM .....	24
SECTION 8.24 MANNER OF ACTING.....	24
SECTION 8.25 MINUTES.....	24
SECTION 8.26 EDITOR.....	24
SECTION 8.27 GENERAL COUNSEL.....	24
SECTION 8.28 HISTORIAN.....	24
SECTION 8.29 IAI REPRESENTATIVES TO OTHER ORGANIZATIONS .....	25
SECTION 8.30 STUDENT REPRESENTATIVE .....	25
<b>ARTICLE IX - STANDARD OF CARE AND CONFLICTS OF INTEREST .....</b>	<b>25</b>
SECTION 9.01 STANDARD OF CARE .....	25
SECTION 9.02 CONFLICTS OF INTEREST.....	25
SECTION 9.03 RATIFICATION .....	25
<b>ARTICLE X - INDEMNIFICATION .....</b>	<b>25</b>
SECTION 10.01 INDEMNIFICATION .....	25
SECTION 10.02 ACTION BY BOARD OF DIRECTORS.....	26
SECTION 10.03 INSURANCE.....	26
SECTION 10.04 INDEMNIFIED INDIVIDUAL.....	27
<b>ARTICLE XI - CONTRACTS, CHECKS AND DEPOSITS.....</b>	<b>27</b>
SECTION 11.01 CONTRACTS .....	27
SECTION 11.02 CHECKS AND DRAFTS .....	27
SECTION 11.03 DEPOSITS .....	27
<b>ARTICLE XII - RECORDS AND REPORTS .....</b>	<b>27</b>
SECTION 12.01 MAINTENANCE OF RECORDS.....	27
SECTION 12.02 ANNUAL SECRETARY'S REPORT .....	27
SECTION 12.03 ANNUAL TREASURER'S REPORT .....	27
SECTION 12.04 RECORDS ON FILE.....	27
SECTION 12.05 INSPECTION OF DOCUMENTS AND RECORDS .....	28
SECTION 12.06 FISCAL YEAR.....	28
<b>ARTICLE XIII - MEMBERSHIP CARDS AND CERTIFICATES .....</b>	<b>28</b>
SECTION 13.01 FORM AND ISSUANCE .....	28
<b>ARTICLE XIV - DUES AND ASSESSMENTS .....</b>	<b>28</b>
SECTION 14.01 AMOUNT .....	28
SECTION 14.02 PAYMENT .....	28
SECTION 14.03 TERMINATION OF MEMBER.....	28
SECTION 14.04 REINSTATEMENT .....	28
<b>ARTICLE XV - REGIONAL IAI DIVISIONS .....</b>	<b>28</b>
SECTION 15.01 APPROVAL.....	28
SECTION 15.02 WRITTEN REQUEST.....	28
SECTION 15.03 APPROVAL OF AMENDMENTS TO DIVISION CONSTITUTIONS AND BYLAWS.....	29
SECTION 15.04 ANNUAL DIVISION REPORT.....	29
SECTION 15.05 REGIONAL REPRESENTATIVES.....	29
SECTION 15.06 ETHICS VIOLATIONS, DIVISION REPORTING REQUIREMENTS.....	29
<b>ARTICLE XVI - JOHNSON-WHYTE MEMORIAL FOUNDATION FUND .....</b>	<b>29</b>
SECTION 16.01 PURPOSE .....	29
SECTION 16.02 ADMINISTRATION .....	29
SECTION 16.03 GRANTS AND SCHOLARSHIPS .....	30
SECTION 16.04 CONTRIBUTIONS .....	30
SECTION 16.05 ADDITIONAL FOUNDATION FUNDS .....	30

<b>ARTICLE XVII - DISCIPLINARY ACTIONS .....</b>	<b>30</b>
<b>SECTION 17.01 VIOLATIONS REGARDING ETHICS AND PROFESSIONAL CONDUCT.....</b>	<b>30</b>
<b>ARTICLE XVIII - INTERPRETATION OF BYLAWS.....</b>	<b>32</b>
<b>SECTION 18.01 BROAD INTERPRETATION.....</b>	<b>32</b>
<b>SECTION 18.02 LIMITATIONS ON BROAD INTERPRETATION.....</b>	<b>32</b>
<b>SECTION 18.03 CONFLICT.....</b>	<b>32</b>
<b>SECTION 18.04 EFFECT OF UNENFORCEABLE OR INVALID PROVISION .....</b>	<b>32</b>
<b>ARTICLE XIX - OFFICIAL LANGUAGE.....</b>	<b>32</b>
<b>SECTION 19.01 OFFICIAL LANGUAGE .....</b>	<b>32</b>
<b>SECTION 19.02 EXCEPTION.....</b>	<b>32</b>
<b>ARTICLE XX - AMENDMENTS.....</b>	<b>32</b>
<b>SECTION 20.01 AMENDMENTS .....</b>	<b>32</b>
<b>SECTION 20.02 EFFECTIVE DATE OF AMENDMENT .....</b>	<b>33</b>

# Bylaws of the International Association for Identification

A Delaware Non-Profit Corporation  
as amended through August 5, 2022

## 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 (the "IAI") is to be located at a location designated by the Board of Directors. The Chief Operations Officer of the IAI shall be responsible for supervising the operation of the principal executive office.

**Section 1.02 Other Offices.** Section 1.01 shall not be interpreted to limit any officer of the IAI, 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 IAI. 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 IAI is qualified to conduct its activities.

## Article II Membership

**Section 2.01 Active or Associate Membership.** The active membership of the IAI 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 IAI for a vote, shall receive one (1) copy of the annual IAI Membership Directory, and shall receive one (1) copy of each of the issues of the Official IAI Journal. The annual dues for Active Members shall be in conformance with the provisions of Article XIII, Section 13.01 of these Bylaws.

**Section 2.02 Active Membership.** The active membership of the IAI are persons actively engaged as an examiner, analyst, practitioner or supervisor in the forensic sciences, whose membership application has been approved and whose annual membership dues have been paid as required by the IAI. Active members shall not lose their status because of retirement or change of position, so long as they remain members of the IAI. Active Members may hold office. Active Members shall be entitled to one (1) vote with respect to each matter presented to the membership of the IAI for a vote, shall be provided access to the IAI Membership Directory, and each of the issues of the official IAI publications. The annual dues for Active Members shall be as set forth in the Operations Manual.

**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.** The Associate Members of the IAI are persons, fully or partially engaged in any of the various phases of the forensic sciences, who are not qualified for Active Membership, whose membership application has been approved and whose annual membership dues have been paid as required by the IAI. Associate Members 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 dues for Associate Members shall be as set forth in the Operations Manual.

**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 IAI, 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, 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 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 IAI 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 IAI's Board of Directors. Distinguished Membership is given in recognition of the member's superior efforts in the furtherance of the aims and purposes of the IAI. 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. The qualifications and procedure for application for Distinguished Membership are set forth in the Operations Manual of the IAI.

**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 Termination of Membership.** A member may be terminated from membership (1) for nonpayment of dues as described in section 13.03 of these Bylaws, or (2) for a violation described in Article XVII, or (3) for any other reason by the Board of Directors if the member is given reasonable notice regarding such termination and an opportunity to provide information in writing or in person to the Board of Directors with respect to such termination before it is made effective.

## **Article III**

### **Educational Conferences and Membership Meetings**

**Section 3.01 Place of Educational Conferences.** The place of the Annual IAI International Educational Conference (the "Annual 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 Bylaws. 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 IAI educational conferences and seminars shall be published in official IAI publications and/or the official Membership Directory at least ninety (90) days prior to each conference or seminar.

**Section 3.03 Opening Ceremonies and Educational Programs.** The Opening Ceremonies and educational programs of all IAI educational conferences and seminars shall conform to the provisions of the Operations Manual.

**Section 3.04 Annual General Membership Meeting.** The Annual Membership Meeting of the IAI shall be held on the last day of the Annual IAI International Educational Conference, except when a Substitute Annual Meeting is approved by the Board of Directors as authorized in Article IV, Section 4.07. The purpose of the Membership Meeting shall be to elect officers of the IAI and members of the Board of Directors and to transact such other business as may be properly brought before the Annual 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 Membership Meeting of the IAI cannot be held on the day designated in Article III, Section 3.04 above, a Substitute Annual 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 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 Annual Membership Meetings, and all Special Membership 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 voting member of record. If mailed, such notice shall be deemed to be delivered when deposited, postage prepaid, in the United States Mail addressed to all voting members at their last known mailing address as it appears on the record of members of the IAI. However, any notice of a Special Meeting shall be deemed delivered if printed in any official publication of the IAI 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 IAI, at least thirty (30) days prior to the date of such Meeting. The notice of any Special Membership Meeting shall specifically state the purpose(s) for which the Meeting is called.

**Section 3.08 Quorum.** At a Membership Meeting, a quorum shall consist of 41 voting members. If there is no quorum at the opening of a 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 voting members so as to reduce the number of voting members 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 Bylaws, the vote of a simple majority of the voting members at a Membership Meeting shall constitute the final decision of the IAI members. Each voting member at the meeting shall have one vote and no proxy votes are permitted.

**Section 3.10 Parliamentary Rules.** All IAI membership meetings shall be governed by the most current edition of Robert's Rules of Order, unless waived by a majority of the voting members in attendance at the meeting.

**Section 3.11 Financial Report From Annual IAI International Educational Conference.** The Chief Operations Officer of the IAI 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 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 the Operations Manual of the IAI.

## **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 Bylaws, the laws of the State of Delaware concerning corporate action that must be approved by the voting members, and applicable provisions of the United States Internal Revenue Service Regulations (IRS Code), the business and charitable affairs of the IAI shall be managed by or under the direction of a Board of Directors.

**Section 4.02 Approval of Seminars and Meetings.** As referred to in Article III, Section 3.01 of these Bylaws, 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 Membership Meeting, but excluding only certification boards, committee and subcommittee meetings.

**Section 4.03 Approval of Membership Applications.** Membership 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 IAI. Applications approved at the administrative level and disapproved by the Board of Directors may be appealed directly to the membership at the next Annual Membership Meeting, with the decision of the voting members being the final decision of the IAI on this matter.

**Section 4.04 Divisions.** The Board of Directors shall have the power to approve or disapprove any requests for the formation, suspension, or termination of a charter of a Division of the IAI.

**Section 4.05 Approval of Expenditures.** Expenditures of the IAI shall normally be approved by the Board of Directors in the form of an annual budget at the annual meeting of the Board of Directors. It shall be the duty of the Chief Operations Officer in consultation with the First Vice President to prepare the annual budget proposal prior to the annual meeting of the Board of Directors.

**Section 4.06 Finance Review and Audit Committee.** The Chairperson of the Board of Director's shall appoint three (3) Board of Director members within thirty (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 4.07 Approval of Substitute Annual Membership Meeting.** As referred to in Article III, Sections 3.04 and 3.05 of these Bylaws, when necessary, the Board of Directors is authorized to designate a Substitute Annual Membership Meeting in conformance with the provisions of Article III, Sections 3.06 and 3.07 of these Bylaws and the Operations Manual.

**Section 4.08 Awards.** The Board of Directors shall review all nominations for awards as provided for in the Operations Manual.

**Section 4.09 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 Bylaws.

**Section 4.10 Review of Draft Resolutions.** 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 4.11 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 IAI 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 Membership Meeting. The fourteenth member shall be the newly elected President as set forth in Article VII, Section 7.07, Subsection (j.) in these Bylaws. The immediate Past President shall serve as the Chairperson and fifteenth member of the Board of Directors. The Chairperson shall appoint a designee from either the Board of Directors or a Past President to chair the meeting 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. The Chief Operations Officer of the IAI shall serve as the official Recording Secretary for the Board of Directors. If the Chief Operations Officer is unable to attend a meeting of the Board of Directors, the Board of Directors may appoint any member of the Board of Directors 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 (15) 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 thirteen (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 voting members of the IAI unless provided otherwise in these Bylaws. As used in the Constitution and these Bylaws, 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. A director may not serve on a certification board or Professional Programs Quality Assurance Governing Board, or as Chairperson of the Science and Practices Committee. As used in the Constitution and these Bylaws, 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 voting members at the Annual Membership Meeting in conformance with the provisions of the Operations Manual. In even numbered years, six (6) new directors will be elected, and in odd numbered years, seven (7) new directors will be elected.



**Section 5.03 Vacancies.** Except as otherwise provided in these Bylaws, a vacancy occurring on the Board of Directors shall be filled by the President. 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 and Resignation.** A member of the Board of Directors may be removed for cause by a majority vote of all of the members of the Board of Directors. A member of the Board of Directors 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.

## **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) week before, and at the same place as the Annual 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 IAI, the location of which is specified in Article I, Section 1.01 of these Bylaws. 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.

**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. Further, special meetings may be held via the use of conference-telephone, or other communications equipment by means of which all persons participating in the meeting can communicate with each other, 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 Bylaws.

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

**(a.) Notice to All IAI Members.** It is preferred that all members of the IAI be given notice prior to all meetings of the Board of Directors. Publication of the date, time and location of a Board of Directors meeting in any publication normally distributed to all the members of the IAI 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 Chairperson shall, at least two (2) days before a 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.** Within six (6) months following the conclusion of a Board of Directors meeting, any member of the Board of Directors who was not present at the meeting may challenge the validity of the meeting on the grounds that the meeting was not legally called. If it is later determined by the Board of Directors or by a Court having jurisdiction of the matter, that the meeting was not properly called, any action taken at such meeting shall be null and void. Notwithstanding the foregoing, the Board of Directors may through proper action, ratify and confirm any action taken by the Board of Directors at a meeting that was otherwise invalidly called.

**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 membership of the IAI, they will be open to all members of the Board of Directors, the Board of Directors Recording Secretary, the General Counsel, the chairperson of the Professional Programs Quality Assurance Governing Board, all past Presidents and current Officers, and anyone given permission to attend by the Board of Directors present during the meeting. Any person lawfully present at a 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 Bylaws 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 Bylaws, 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.

**Section 6.10 Parliamentary Rules.** All meetings of the Board of Directors shall be governed by the most current edition of Robert's Rules Of Order, unless otherwise waived.

**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 Bylaws, "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 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 XVII of these Bylaws.

**Section 6.14 Executive Session.** The 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.

Members of the Board of Directors and the General Counsel attend executive session. The Chairperson may decide to allow others to be in attendance during an executive session.

## **Article VII Officers**

**Section 7.01 Limitation on Holding Multiple Offices.** Unless otherwise provided in the Constitution or Bylaws, no member of the IAI 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 for a one (1) year term of office at the Annual Membership Meeting by the voting members of the IAI 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 Annual Membership Meeting: President, First Vice President, Second Vice President, Third Vice President, and Fourth Vice President. 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 voting members unless provided otherwise in these Bylaws. 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 Appointed Officer.** The Chief Operations Officer, International Representative, Sergeant-at-Arms, and Division Representative shall be appointed by the Board of Directors. The appointed Officers serve at the pleasure of the Board of Directors.

**Section 7.04 Removal and Resignation.** Any officer as that term is defined in Section 7.02 may be removed for cause by a majority vote of all of the members 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.

**Section 7.05 Vacancies in Office.** A vacancy in any office for any reason shall be filled in the manner prescribed in these Bylaws for regular appointments to that office. If a successor to an office is not otherwise provided for in these Bylaws and if the Board of Directors deems it necessary to fill such vacancy prior to an Annual Membership Meeting, the vacancy shall be filled by the President. 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 may decide to 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, 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 officer of the IAI responsible for supervision and control of the governance of the IAI in conformance with the Certificate of Incorporation, the Constitution, the Bylaws and the Operations Manual. The President shall preside at all membership meetings of the IAI and preserve order and decorum. The President shall represent the IAI at all functions requiring official Board representation, unless the President appoints another member to so represent the IAI. Such appointees serve at the discretion of the President.

(a.) **Appointments to be Made.** By October 1 after taking office, the President shall make the following appointments. The President shall appoint Regional Representatives in compliance with the provisions of Section 15.05, Subsection (a.) of these Bylaws and the provisions of the Operations Manual. The President, unless provided otherwise in these Bylaws, shall appoint and fill vacancies for all committee chairpersons, all committee members, and all IAI Representatives to Other Organizations in compliance with the provisions of Article VIII of these Bylaws and the IAI's 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 XVII of these Bylaws, 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.

(c.) **Ex-officio Member.** The President shall be an ex-officio member of all Committees, and all Sub-committees, except as otherwise provided in these Bylaws.

(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 Bylaws 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 Bylaws.

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

(i.) **Acting As Petitioner.** The President in accordance with Article XVII, Section 17.01, Subsection (b.)(1.)(b.) may act as the Petitioner in alleged violations regarding ethics, professional conduct and/or technical error(s) when directed by this section.

(j.) **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 Bylaws, 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 8.11, Subsection (b.) of these Bylaws.

(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 Bylaws.

(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.) **Annual Budget.** The First 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 4.05 of these Bylaws.

(g.) **Duties When President Is Petitioner.** The First Vice President shall in accordance with Article XVII act in consultation with the IAI 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 Bylaws, 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 Bylaws.

(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 XVII of these Bylaws.

(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 Bylaws.

(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.) **Other Duties.** The Second Vice President shall perform such other duties and have such other powers as may be described by the IAI Board of Directors from time to time and/or as described in the IAI's 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 Bylaws, 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 Bylaws.

(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 the 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 (b.) of these Bylaws.

(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 (b.) of these Bylaws, and as a voting member of the Policy, Procedures and Documents Committee in conformance with the provisions of Article VIII, Section 8.10, Subsection (b.) of these Bylaws.

(e.) **Board of Directors Attendance.** The Third Vice President may attend all meetings of the IAI 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 Bylaws, 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 Bylaws.

(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.) **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 (b.) of these Bylaws.

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

(e.) **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.

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

**Section 7.12 Chief Operations Officer.** The Chief Operations Officer is appointed by and serves at the pleasure of the Board of Directors. The Chief Operations Officer is responsible for the day- to-day management of the IAI and for carrying out the policies, direction and resolutions of the Board of Directors. The Chief Operations Officer shall act as the Secretary and Treasurer of the IAI.

(a.) **Annual Chief Operations Officer's Report.** The Chief Operations Officer shall present an annual Report at each Annual Membership Meeting in conformance with the provisions of Article XII, Section 12.02 of these Bylaws.

(b.) **Voting Member of Long Range Planning Committee.** The Chief Operations Officer shall serve as

a voting member of the Long Range Planning and Continuity of Office Committee.

(c.) **Member of Policy and Procedures Committee.** The Chief Operations Officer shall serve as a voting member of the Policy, Procedures and Documents Committee.

(d.) **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 appointed by the Board of Directors. The International Representative shall acquaint the IAI with the progress made in the science of forensic identification and crime detection throughout the world. The International Representative shall also acquaint the forensic science communities of the various countries with the IAI's activities and shall act as the protocol officer of the IAI.

(a.) **Chairperson.** The International Representative shall serve as the chairperson of the International Aspects Committee in Conformance with the provisions of Article VIII, Section 8.05, Subsection a (b.) of these Bylaws.

(b.) **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 appointed by the Board of Directors.

(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 prevent, 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 functions and meetings of the IAI.

(b.) **Appointing Assistants.** The Sergeant-At-Arms, subject to the approval of the Board of Directors may appoint any Active Member(s) 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 members at the Annual 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 appointed by the Board of Directors.

(a.) **Liaison Officer.** The Division Representative is the liaison officer between the Board of Directors of the IAI and its various divisions and shall facilitate communication between the divisions and help establish new divisions worldwide.

(b.) **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.

(b.) **Attendance At Annual Membership Meeting.** The Parliamentarian shall be required to attend the Annual 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.

**Section 7.17 Chairperson.** The Chairperson of the Board of Directors is the immediate Past- President.

(a.) **Duties.** The Chairperson shall preside at all meetings of the Board of Directors. The Chairperson shall serve as a member of the Nominating Committee.

(b.) **Appointments.** The Chairperson shall appoint the chairpersons and all members of the Advisory Committee on Management Issues and of the Financial Review and Audit Committee.

## **Article VIII**

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

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

(a.) **Purpose.** The purpose of the Nominating Committee is to organize and interview all candidates seeking nomination for an elective office of the Association. The Nominating Committee shall provide a written report of recommended nominees.

(b.) **Composition.** The Nominating Committee shall consist of nine (9.) 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 at the Annual Conference. The President shall also appoint one Active Member and one Associate Member, who 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 fewer than five (5) members of the committee are in attendance at the Annual Conference, the President shall appoint a sufficient number of qualified Active Members of the IAI 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. Other Past-Presidents may attend and participate in the Committee's meetings, without the right to vote.

(c.) **Restrictions.** No member of the Nominating Committee shall be eligible to be a candidate for election to either the Board of Directors or as an officer at that year's Annual Membership Meeting. 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 IAI cannot be a member of this committee. This committee shall not have a majority of members who are vendors.

(d.) **Nominations.** The Nominating Committee may 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 of persons to serve as board members and officers of the IAI. Nothing herein shall preclude the nomination for office of any eligible member from the floor of the Annual Membership Meeting.

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

(f.) **Report.** The Nominating Committee must post the list of nominations at the Annual Conference no later than noon, two (2) days preceding the Annual Membership Meeting. The posted list of nominations shall be the official annual report of this committee. The chairperson of this committee shall be responsible for providing a copy of this report to the Chief Operations Officer before the Annual Membership Meeting and will read the nominating committee report at the Annual Membership Meeting.

(g.) **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.) Science and Practice Committee ("S & P Committee").**

(1.) **Purpose.** The purpose of the S&P Committee is to organize the individual Science and Practice subcommittees for intra discipline communication and to provide recommendations to the Board, the President, or the full membership on matters relating to all disciplines represented by the IAI.



**(2.) Composition.** The S&P Committee is composed of a chairperson and the chairpersons of the individual S&P subcommittees as members. The chairperson shall be appointed to a term of four (4) years, or until a successor is appointed, by the President in office at the time of appointment and shall serve under the direction of the Board of Directors.

**(3.) Voting.** All members of the S&P Committee, to include the chairperson, shall have the right to vote at committee meetings. Members may designate an alternate member of their subcommittee to represent their particular discipline if the member cannot attend the committee meetings of the S&P Committee. 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.

**(4.) Annual Report.** The S&P Committee shall submit a written report to the Board of Directors at its annual meeting and a summary will be delivered orally at the Annual Membership Meeting. The full written report will be posted on the IAI website.

**(b.) Science and Practice Subcommittees.**

**(1.) Purpose.** Individual S&P subcommittees shall provide the IAI with subject matter expertise within their respective disciplines, assist in the development and evaluation of educational conference programs and review (for purposes of approval) all applications for membership for their listed discipline. The subcommittees shall also provide recommendations to the Chairperson of the S&P Committee who shall make recommendations to the Board, the President, or the full membership on matters that pertain to that discipline.

**(2.) Composition.** S&P subcommittees shall be composed of a chairperson and not fewer than three (3) and not more than six (6), for a maximum of seven (7) subcommittee members who have relevant expertise in their discipline. The chairperson shall be appointed to a term of four (4) years, or until a successor is appointed, by the President in office at the time of appointment and shall serve under the direction of the Board of Directors. The chairperson may not serve for more than two (2) consecutive complete terms. In addition, at the discretion of the subcommittee chair, nonvoting advisors may participate in subcommittee meetings.

**(3.) Voting.** All members of each subcommittee, to include the subcommittee chairperson, shall have the right to vote at subcommittee meetings. Motions shall be carried by a simple majority of the voting members present.

**(4.) Report.** Each subcommittee chairperson shall submit a written report to the chairperson of the S&P Committee no fewer than sixty (60) days before the Annual Conference.

**(5.) Other Duties.** Each S&P subcommittee shall perform such other duties as the chairperson of the S&P Committee, President and/or Board of Directors shall prescribe.

**(6.) Expert Witness for Investigations and Hearings.** The chairperson of each S&P subcommittee is responsible to act as an expert witness in his or her discipline for IAI investigations and administrative hearings related to allegations of unethical or unprofessional conduct. This shall include answering technical questions and serving as an advisor or technical consultant to both a Professional Review Board and the Board of Directors. If the chairperson of the S& P subcommittee is involved in any manner with the allegation of unethical or unprofessional conduct, another member of the same subcommittee shall be appointed by the President to serve in place of the subcommittee chairperson.

**(7.) List of Subcommittees.**

- (i.) Latent Print.
- (ii.) Forensic Photography/Imaging Subcommittee.
- (iii.) Crime Scene Investigation.
- (iv.) Forensic Art.
- (v.) General Forensic Disciplines.

- (vi.) Footwear and Tire Track Examination.
- (vii.) Blood Stain Pattern Analysis.
- (viii.) Digital and Multimedia Evidence.
- (ix.) Tenprint Identification.
- (x.) Biometric Information Services (BIS).
- (xi.) Facial Identification
- (xii.) Latent Print Development.

(c.) **Provisional S&P Subcommittees.** The Board of Directors may establish a Provisional S&P subcommittee for forensic disciplines new to the IAI. Provisional S&P subcommittees shall operate in the same manner as a subcommittee.

(d.) **Educational Conference.** The Committee chairperson and members are responsible for encouraging presenters and topics for the Annual Conference and reviewing and approving the conference content in their respective disciplines.

(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.

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

(a.) **Purpose.** The Resolutions and Legislative Committee (the “Resolutions Committee”) is responsible for the drafting and posting of proposed resolutions recommended to be considered at the Annual Membership Meeting.

(b.) **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 by October 1 after assuming office and shall serve under the direction of the President. Except for the recording secretary, the term of appointment for the appointed members shall last until September 30. The President shall appoint a recording secretary for a term of four (4) years for the committee. The recording secretary may not serve for more than two (2) consecutive complete terms. 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.

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

(d.) **Posting and Presentation.** The recording secretary of the committee shall post by 5 pm at least two (2) days before the Annual Membership Meeting, all proposed resolutions approved for presentation at the Annual Membership Meeting. Any resolution received by this committee after 12 noon, two (2) days before the Annual Membership Meeting is automatically tabled until the following year's Annual Membership Meeting.

(e.) **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.) **Purpose.** The purpose of the Long Range Planning and Continuity of Office Committee is to inform newly elected Vice Presidents of matters that are taking place or will take place of which they should be aware.

(a.) **Composition.** The Long Range Planning and Continuity of Office Committee shall be composed of seven (7) members. It will be chaired by the President. The remaining membership shall include the four Vice Presidents, the COO and the Chairperson of the Board of Directors. The Fourth Vice President shall serve as the recording secretary.

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

**(c.) 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 Membership Meeting for publication in an official publication of the IAI as a part of the official minutes of the Annual Membership Meeting. If this report is read at the Annual 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.

**(d.) 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.) Purpose.** The Committee is responsible for assisting the International Representative with outreach to nations outside the United States.

**(b.) Composition.** The International Representative shall serve as the chairperson of the International Aspects Committee. All other members shall be appointed by the President from members living outside the United States or who work outside the United States, by October 1 after the President assumes office. The term of appointment for the appointed members shall last until September 30.

**(c.) Voting.** All members of the committee shall have the right to vote on committee business. In the event of a tie-vote, the International Representative may cast the tie breaking vote.

**(d.) Recommendations.** The committee will make recommendations to the Board of Directors, through the International Representative, regarding international aspects affecting the IAI. This includes but is not limited to identifying nations or regions requesting or requiring the establishment of new divisions of the IAI outside the United States. Committee members in attendance at the Annual Educational Conference shall convene to welcome and interact with international delegates at the conference.

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

#### **Section 8.06 Forensic Certification Management Board ("FCMB").**

**(a.) Authority.** The FCMB 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 FCMB director may attend Board meetings at the request of the Board of Directors and shall act as a liaison between the various credentialing/testing programs and the IAI Board of Directors for informational purposes only. The IAI Board of Directors shall have no authority over decisions relating to certification, including the granting, maintaining, recertifying, expanding and reducing the scope of the certification, and suspending or withdrawing certification.

**(b.) Composition.** This FCMB shall consist of the director, two (2) at-large members, and the chairperson of each Credentialing board or testing program, all of whom must be certified or credentialed by at least one (1) of the current certification programs. The director shall be appointed by the Board of Directors, and the two at-large members shall be appointed by the FCMB. All appointments, except for the director, shall be for four (4) years. The director serves at the pleasure of the Board of Directors.

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

**(d.) Voting.** All the members of the FCMB, to include the director, shall have the right to vote at FCMB meetings. Certification Board/program chairpersons may designate an alternate member of their board/program to represent their Certification Board/program if the chairpersons cannot attend the committee meetings of the FCMB. 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 FCMB shall meet at least once each year in conjunction with the Annual Educational Conference of the IAI.

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

(a.) The Forensic Certification Management Board may establish or dissolve a certification program in any discipline represented by a subcommittee of the Science and Practices Committee.

(b.) **Composition.** A Certification Board is composed of no fewer than three (3) and no more than seven (7) members, including a chairperson and a secretary.

(c.) **Appointment.** The director of the FCMB shall appoint members of the Certification Boards.

(d.) **General Powers.** Each Certification Board may grant or deny certification and/or recertification.

(e.) **Certification Program Operations Manual.** Each Certification Board shall operate in conformance with the provisions of the Certification Program Operations Manual approved by the FCMB. The FCMB shall be responsible for developing and administering a policy and documented procedures to receive, evaluate and make decisions or complaints, and for suspension or withdrawal of certification.

#### **Section 8.08 The Advisory Committee on Management Issues.**

(a.) **Purpose.** 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 IAI. These will include, but are not limited to; IAI employees' leave policies, salaries, changes in management operational organization, and deviation from any standard IAI operational procedures.

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

(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.** The committee will report to the Board of Directors as necessary.

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

#### **Section 8.09 Policies and Procedures, and Documents Committee.**

(a.) **Purpose.** 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, Bylaws, and Operations Manual.

(b.) **Composition.** With the exception of the Chief Operations Officer, and the Third Vice President, who shall be voting members of the Policies, Procedures and Documents Committee, 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.

(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 8.10 Publications Committee.**

(a.) **Purpose.** The committee shall establish and maintain policies and procedures dealing with all IAI 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.

(b.) **Composition.** The committee is composed of the First Vice President who shall be the chairperson of this committee, the Editor of each IAI periodical publication, the Chief Operations Officer, the Conference Planner and the Second Vice President.

(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.** The committee shall report to the Board of Directors as necessary.

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

#### **Section 8.11 Publicity Committee.**

(a.) **Purpose.** The committee may advise the Board of Directors on policies and procedures dealing with the IAI conference and other publicity. The committee may make recommendations to the Board of Directors concerning present and future publicity projects.

(b.) **Composition.** An Active Member of the IAI shall be appointed as the chairperson of this committee by the President by October 1 after assuming office. The other members of the committee shall be the Conference Planner, Vendor Liaison, and member(s) of the hosting Division (if applicable).

(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 Publicity Committee shall perform such other duties as the President and/or Board of Directors shall prescribe.

#### **Section 8.12 Membership Committee.**

(a.) **Purpose.** 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, diversity, equity and inclusion.

(b.) **Composition.** A chairperson and six (6) members, for a total of seven (7) members, shall be appointed by the President by October 1 after the President assumes office. The term of appointment for the appointed chairperson and members shall last until September 30.

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

(d.) **Committee Annual Report.** The committee shall make an annual report to the Board of Directors.

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

#### **Section 8.13 Vendors' Liaison Committee.**

(a.) **Purpose.** This committee shall develop policy recommendations for the President and/or Board of Directors on all matters related to the IAI's vendors.

(b.) **Composition.** The Fourth 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.

(c.) **Voting.** All the members of 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 8.14 Financial Review and Audit Committee.**

(a.) **Purpose.** This committee shall perform a monthly review of the financial records of this association, and review the annual audit of the IAI's financial statements.

(b.) **Composition.** A chairperson and two (2) members, for a total of three (3), shall be appointed by the Chairperson of the Board of Directors within 30 days after the Chairperson assumes office. 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.

(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 oral report of activities to the Board of Directors. 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 8.15 Presidential Advisory Committee.**

(a.) **Purpose.** This committee shall advise the President on all issues assigned to the committee by the President.

(b.) **Composition.** The committee shall consist of an odd number of past presidents with a minimum of three (3) to a maximum of nine (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 by October 1 after assuming office. The term of appointment for the appointed members shall last until September 30.

(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 8.16 Investment Committee.**

(a.) **Purpose.** This committee shall advise the Board of Directors on all issues related to the investment of IAI funds.

(b.) **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 by October 1 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 until September 30.

(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 8.17 Forensic Management Committee.**

(a.) **Purpose.** This committee shall advise the President and the Educational Planner on issues related to forensic office management, supervision of personnel, and professional growth.

(b.) **Composition.** The committee shall consist of an odd number of members with a minimum of three (3) to a maximum of seven (7) members. The chairperson and all members shall be appointed by the President by October 1 after assuming office. The term of appointment for the appointed members shall last until September 30.

(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 Educational planner shall prescribe.

#### **Section 8.18 Student Advocacy Committee.**

(a.) **Purpose.** This committee shall advise the President and Educational Planner on issues related to recruitment and retention of student members.

(b.) **Composition.** The committee shall consist of an odd number of members with a minimum of three (3) to a maximum of seven (7) members. The chairperson and all members shall be appointed by the President by October 1 after assuming office. The term of appointment for the appointed members shall last until September 30.

(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 Governmental Affairs Committee.**

(a.) **Purpose.** This committee shall advise the President on legislation and other government issues that impact the forensic sciences.

(b.) **Composition.** The committee shall consist of an odd number of members with a minimum of three (3) to a maximum of seven (7) members. The Chairperson and all members shall be appointed by the President by October 1 after assuming office. The term of appointment for the appointed members shall last until September 30.

(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 shall prescribe.

#### **Section 8.20 Division Interaction & Affairs Committee.**

(a.) **Purpose.** This committee shall advise the President on the support of and advocacy with the divisions.

(b.) **Composition.** The committee shall consist of an odd number of members with a minimum of three (3) to a maximum of seven (7) members. The Chairperson shall be the Division Representative. All other members shall be appointed by the President by October 1 after assuming office. The term of appointment for the appointed members shall last until September 30.

(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 shall prescribe.

**Section 8.21 Meetings.** All meetings of the committees and subcommittees may be held at such time and at such place as shall be determined by the committee or subcommittee chairperson.

**Section 8.22 Vacancies.** Vacancies on any committee or subcommittee shall be filled by the President at his or her discretion.

**Section 8.23 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 8.24 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 8.25 Minutes.** The committees and subcommittees shall keep regular minutes of their proceedings. Unless otherwise provided in these Bylaws, a copy of the minutes of all proceedings shall be provided to the Chief Operations Officer.

**Section 8.26 Editor.** The Board of Directors at their Annual Meeting shall appoint an Active or Associate Member of the IAI to hold and carry out the duties of the Editor for each of the IAI's periodical publications. The Editor(s) shall serve under the direction and at the discretion of the Board of Directors.

(a.) **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 Membership Meeting for publication as part of the official minutes of the Annual Membership Meeting.

(b.) **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 licensed attorney to carry out the duties of General Counsel. The appointee shall be granted a complimentary IAI Associate Membership. 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 IAI in connection with the administration of the affairs of the IAI. 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 Bylaws.

(b.) **Committee Legal Advisor.** The General Counsel shall serve as the legal advisor of the Resolutions and Legislative Committee and the Policies, Procedures and Documents Committee.

(c.) **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 IAI 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.) **Annual Historian's Report.** The Historian is responsible for at least one (1) annual written report of activities to the Board of Directors.

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



Section 8.29 **IAI Representatives To Other Organizations.**

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

(b.) **Appointment.** Primary representatives and one (1) alternate shall be appointed by the President by October 1 after assuming office and shall serve under the direction of the President and the Board of Directors. The term of the appointment shall last until September 30.

(c.) **Report.** Within thirty (30) days after each meeting attended, the representative shall forward a brief report to the President.

(d.) **Posting.** The names of the boards, groups, commissions and organizations in which the IAI appoints representatives and the names of the appointed representatives and alternates shall be published in the Membership Directory.

**Section 8.30 Student Representative.** The President shall appoint an Active or Associate Member of the I.A.I. to hold and carry out the duties of the Student Representative by October 1 after assuming office. The Student Representative shall serve under the direction of the President and the Board of Directors. The term of appointment shall last until September 30.

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

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

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

## **Article IX Standard of Care and Conflicts of Interest**

**Section 9.01 Standard of Care.** It is the responsibility of each Director, Officer and committee member of the IAI ("Interested Person") to discharge his or her duties as a Director, Officer or committee member in good faith, in a manner the person reasonably believes to be in the best interests of the IAI, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

**Section 9.02 Conflicts of Interest.** Before deciding to enter into a proposed contract or transaction with an Interested Person or with an organization in which an Interested Person serves as director, officer or has a financial interest, an IAI Board or committee will follow the following process. First, the material facts as to the contract or transaction and as to the interest of the Interested Person are fully disclosed to the Board of Directors or a committee. The Interested Person may be present to answer questions, but does not participate in the discussion or vote with respect to the contract or transaction. A majority of the non-interested members present decide whether the contract or transaction is in the best interests of IAI.

**Section 9.03 Ratification.** If a Director, Officer or committee member discovers that he or she (or another Interested Person) has entered into a contract or transaction with the IAI without the approval of the Board of Directors or a committee, such person shall immediately disclose the material facts regarding the contract or transaction to the Board of Directors or a committee (where appropriate). The Board of Directors (or committee) shall review the contract or transaction to determine whether the contract or transaction should be ratified.

## **Article X Indemnification**

**Section 10.01 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 IAI, or in such capacity at the request of the IAI for any other corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the IAI 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 IAI, 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 IAI may pay expenses incurred by a member of the Board of Directors, officer, employee or agent of the IAI 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 IAI for such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the IAI against such expenses.

(c.) **Good Faith Limitations.** Notwithstanding the foregoing provisions of this Article X, Section 10.01, subsections (a.) and (b.), the IAI 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 IAI; 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 X of these Bylaws shall apply only to claims arising after the date of adoption of these Bylaws. 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 X of these Bylaws shall be entitled to recover all costs and expenses incurred in enforcing his or her rights hereunder.

**Section 10.02 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 IAI to pay any indemnification required by these Bylaws, 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 IAI. 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 IAI 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 10.03 Insurance.** The Board of Directors may authorize the IAI 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 IAI, or is or was serving in such capacity at the request of the IAI 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 IAI would have had the power to indemnify the person against such liability under the provisions of these Bylaws or the provisions of the relevant statutes of the state of Delaware.

**Section 10.04 Indemnified Individual.** Any person who at any time after the adoption of these Bylaws serves or has served as a member of the Board of Directors, officer, employee or agent of the IAI or serves or has served in such capacity at the request of the IAI 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 X of these Bylaws.

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

**Section 11.01 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 IAI, 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's 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 Operations Manual.

**Section 11.02 Checks and Drafts.** All checks, drafts or other orders for the payment of money issued in the name of the IAI shall be issued in conformance with the Operations Manual.

**Section 11.03 Deposits.** All deposits of IAI's funds shall be made in conformance with the Operations Manual.

## **Article XII Records and Reports**

**Section 12.01 Maintenance of Records.** The IAI 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 Operations Manual. Copies of these records shall be made available within a reasonable time when necessary at the Principal Executive Office of the IAI.

(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. Copies of these records shall be made available within a reasonable time when necessary at the principal executive office of the IAI.

**Section 12.02 Annual Secretary's Report.** The Chief Operations Officer shall present an annual Secretary's Report at each Annual Membership Meeting.

**Section 12.03 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 Membership Meeting.

**Section 12.04 Records on File.** The IAI shall keep at its principal executive office the original or a copy of the Certification of Incorporation as amended to date, the Constitution as amended to date, the Bylaws as amended to date, a copy of the Operations Manual as amended to date, a copy of the financial records, minutes of all IAI meetings and a copy of all IAI reports.

**Section 12.05 Inspection of Documents and Records.** All documents and records maintained at the IAI's 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 at all reasonable times during normal office hours. This inspection by a Member may be made in person or by an agent or attorney of the Member. This right of inspection by a Member includes the right to copy (at the member's expense, or for a reasonable fee) and make extracts of documents and records.

**Section 12.06 Fiscal Year.** The fiscal year of the IAI shall consist of a twelve (12) month period running from January 1 through December 31.

### **Article XIII Membership Cards and Certificates**

**Section 13.01 Form and Issuance.** The Chief Operations Officer may issue membership cards and certificates pursuant to the process and rules set forth in the Operations Manual of the IAI.

### **Article XIV Dues and Assessments**

**Section 14.01 Amount.** Member dues will be as set forth in the IAI's Operations Manual.

**Section 14.02 Payment.** Rules related to the timing and payment of member dues will be as set forth in the IAI's Operations Manual.

**Section 14.03 Termination of Member.** Any Member who is delinquent as of March 31st for the current year is terminated from membership, and it shall be the duty of the Chief Operations Officer to notify such member of that fact immediately and to remove such member's name from the current Membership Directory.

**Section 14.04 Reinstatement.** In the event a member is terminated for nonpayment of dues, or has otherwise withdrawn his or her membership, he or she may be reinstated and restored to his or her original membership status, including his or her 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.

For the purposes of this section, any Member who resigns in lieu of responding to allegations of an ethics violations may reapply for membership only as a new member.

### **Article XV Regional IAI Divisions**

**Section 15.01 Approval.** As referred to in Article IV, Section 4.04 of these Bylaws, the Board of Directors may approve the formation of, and may grant a charter to a Division of the IAI in any region of any nation or nations in conformance with the provisions of the Bylaws and the Operations Manual.

**(a.) Submission for Approval.** A copy of the Constitution and Bylaws of the proposed Regional Division shall be submitted to the IAI Board of Directors for approval in conformance with the provisions of the IAI's Operations Manual. The original Constitution and Bylaws of the proposed Regional Division shall be subject to the approval of the IAI 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 IAI, the submitted Constitution and Bylaws are automatically approved without any further action by the IAI Board of Directors.

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

**Section 15.02 Written Request.** A written request for the formation of a Regional Division shall be made to the Board of Directors by five (5) or more IAI Active or Life Active Members who will be or are Members of the proposed Regional Division.

**Section 15.03 Approval of Amendments to Division Constitutions and Bylaws.** All amendments to Regional IAI Division constitutions and Bylaws 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 of the IAI for review and approval and if appropriate, recommend revisions. The COO shall forward any comments and suggestions to the submitting Division. If there are no identified problems, the COO shall immediately notify the submitting Division that the amendment or amendments have been approved. However, if the COO does not take any action within six (6) months after receipt by the IAI, the submitted amendment or amendments are automatically approved without any further action by the IAI.

**Section 15.04 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's Division Representative, who shall present said report in total or in summary form at the Annual Membership Meeting. This report should include the status of any amendments to the Division's Constitution or Bylaws, 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 15.05 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 IAI in the attainment of its objectives and the solicitation of new members. All Regional Representatives shall be members of both the IAI and their respective Regional Divisions.

(a.) **Appointment.** Regional Representatives shall be appointed by the President. Each Regional Division will forward its recommendation for its respective Regional Representative to the incoming President at least thirty (30) days before he or she assumes office. The President will appoint one Regional Representative for each Regional Division by October 1 after taking office. Representatives from areas without a Division charter may be appointed by the President by October 1 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 for Regional Representatives shall last until September 30.

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

**Section 15.06 Ethics Violations, Division Reporting Requirements.** The Division President, Secretary, or other person specified in the Division Constitution or Bylaws, shall forthwith send written notification to the President of the IAI of any disciplinary action for an ethical violation that is taken against a division member. 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 XVI Johnson-Whyte Memorial Foundation Fund**

**Section 16.01 Purpose.** The IAI, recognizing the need for an expanded professional forensic scientific community, has created and established, as an integral part of the IAI, the "Johnson-Whyte Memorial Foundation Fund" (Fund) instituted in memory of Robert L. Johnson, William Whyte, and those deceased IAI 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 academic and vocational scholarships for students who are seeking education and employment within the forensic identification community; to provide educational grants for members of the IAI who live and work outside of the host country to assist them in attending the IAI's Annual Conference, and to promote the advancement of forensic identification as a profession on an international basis.

**Section 16.02 Administration.** The Johnson-Whyte Memorial Foundation Fund is an internal fund of the IAI and shall be managed by the Board of Directors of the IAI. The Board of Directors 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 of Directors may delegate to a Johnson-Whyte Memorial Foundation Fund Advisory Committee, consisting of seven (7) members, certain administrative functions as may be deemed appropriate.

**Section 16.03 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 16.04 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:

**Section 16.05 Additional Foundation Funds.** Nothing in this section shall preclude the establishment of other Foundation Funds within the IAI's fund structure.

## **Article XVII Disciplinary Actions**

### **Section 17.01 Violations Regarding Ethics and Professional Conduct.**

#### **(a.) Processing of Complaints Against Members.**

**(1.) Complaint.** Complaints of violations regarding ethics, professional conduct and technical errors regarding members may be made by any person.

**(a.) Signed Written Complaint.** Any allegation of violations of the IAI Code of Ethics and Standards of Professional Conduct from persons other than the President must be in the form of a written communication (a "complaint") that is signed and sent to the President or person acting in place of the President in conformance with these Bylaws. If the complaint is generated by an individual who is not a member of the IAI the complainant's signature must be notarized. Once the President receives a complaint, it shall be referred to as the Petition.

**(b.) President As Complainant.** In the event information comes to the attention of the President which forms a basis for probable cause to believe that the IAI Code of Ethics and Standards of Professional Conduct has been violated, and such information is not the subject of a complaint filed pursuant to Section 17.01(b)(1)(a), then the President may prepare a complaint as the complainant in compliance with Section 17.01(b).(2.) and submit such complaint to the First Vice President in consultation with the IAI's General Counsel shall review the Petition to ensure the necessary elements enumerated in Subsections 17.01(b).(1).(a.), (b).(2.), and (b).(3.) have been complied with. Once it has been determined that the petition complies with all requirements as set forth 17.01(b)(1)(a), (b)(2) and (b)(3) the complaint 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; including the complete mailing address of the Petitioner and if known, the Respondent as well; an allegation of the specific violations of the IAI Code of Ethics, and 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 IAI's General Counsel, shall review the Petition to determine if it complies with the requirements of Sections 17.01(b).(1).(a.) and (b).(2.). If the President determines that the Petition does not comply with these Bylaws 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 Bylaws, the President shall have fifteen (15) business days to appoint three (3) individuals to a Professional Review Board; hereinafter referred to as "PRB", to address the Petition. If for any reason a member of the PRB is unable to perform these and/or 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 chairperson 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 Chairperson 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 XVII of the Bylaws. 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 with respect to the Petition within ninety (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 or expulsion or termination of membership. The Board of Directors' decision will be forwarded to the IAI'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 XVII? 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 IAI'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 IAI's Membership, not to include current members of the Board of Directors, I.A.I. Officers or Past Presidents. The IAI General Counsel shall serve 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 chairperson 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 IAI while a disciplinary process involving the Respondent 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 while a disciplinary process involving the Respondent is pending, the disciplinary process shall be handled in the same manner as a resignation.

**(10) Publication.** The IAI 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 IAI.

**(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 of 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 XVIII Interpretation of Bylaws**

**Section 18.01 Broad Interpretation.** The provisions of these Bylaws shall be interpreted as broadly as lawfully possible to carry out the lawful purposes for which the IAI was formed.

**Section 18.02 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 Bylaws. 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 applicable provisions of the United States Internal Revenue Service Regulations (IRS Code).

**Section 18.03 Conflict.** If there is any conflict between the provisions of these Bylaws and the Constitution, the Constitution shall govern. If there is any conflict between the provisions of these Bylaws and any procedural or operations manual, the Bylaws shall govern.

**Section 18.04 Effect of Unenforceable or Invalid Provision.** Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

## **Article XIX Official Language**

**Section 19.01 Official Language.** The official language of the IAI shall be English.

**Section 19.02 Exception.** Section 19.01 shall not preclude the IAI from translating publications and/or notices into other language(s).

## **Article XX Amendments**

**Section 20.01 Amendments.**

**(a.) Proposal of Amendments and Required Vote.** The chairperson, or a designated member of the Resolutions and Legislative Committee, shall present resolutions proposing amendments to these Bylaws at the Annual Membership Meeting. No other resolutions relating to amendments to the Constitution or Bylaws will be permitted to be introduced at the Annual Membership Meeting without the express permission of the Board of Directors. Except as otherwise provided herein or by law, these Bylaws shall not be amended or repealed without approval of the voting members at an Annual Membership Meeting.

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



**Section 20.02 Effective Date of Amendment.** An Amendment to these Bylaws shall become effective immediately only upon being approved at an Annual Membership Meeting, and compliance with the legal requirements imposed by the laws of the State of Delaware.

4880-8848-7472, v. 1