

**RESOLUTIONS OF THE BOARD OF DIRECTORS
OF INTERNATIONAL ASSOCIATION FOR IDENTIFICATION (IAI)
REGARDING THE CANCELLATION OF THE
2020 IAI INTERNATIONAL EDUCATIONAL CONFERENCE
AND THE ANNUAL MEMBERSHIP MEETING**

April 27, 2020

The Board of Directors (“Board”) of International Association for Identification (“IAI”), pursuant to applicable provisions of IAI’s Constitution and Bylaws and the Delaware General Corporation Law, does hereby resolve as follows:

Recitals

1. The Board held a meeting by telephone on April 27, 2020 to discuss the timing of the 2020 IAI International Educational Conference and the Annual Membership Meeting.
2. The 105th IAI International Educational Conference (the “Educational Conference”) is scheduled to be held in Orlando, Florida on August 9-14, 2020.
3. The IAI Annual Membership Meeting is scheduled for August 14, 2020, the last day of the Educational Conference.
4. The World Health Organization has declared the current COVID-19 outbreak to be a pandemic.
5. Many local, state and federal government agencies prohibit employee travel for the foreseeable future.
6. Attending the 2020 Educational Conference and Annual Membership Meeting poses a serious safety and health risk to IAI members.
7. Sections 3.01 and 4.02 of IAI’s Bylaws give the Board full discretion to determine the date of the Educational Conference.
8. Sections 3.04, 3.05, and 4.07 of IAI’s Bylaws give the Board full discretion to determine the date of the Annual Membership Meeting, including the designation of a “Substitute Annual Membership Meeting.”
9. Section 5.01 of IAI’s Bylaws provides that directors shall serve until the day after the next annual election at which their respective replacements are elected or otherwise assume office.
10. Section 7.02 of IAI’s Bylaws provides that officers shall serve until the day after the next annual election at which their respective replacements are elected.

NOW THEREFORE, IT IS HEREBY RESOLVED by the Board as follows:

Resolution No. 1

The Educational Conference scheduled for August 9-14, 2020, is hereby cancelled and will be rescheduled by the Board for a date no earlier than August 1, 2021.

Resolution No. 2

The Annual Membership Meeting scheduled for August 14, 2020 is hereby cancelled and will be rescheduled for the last day of the next Educational Conference as determined by the Board.

Resolution No. 3

Directors and Officers whose terms are scheduled to expire the day after the August 14, 2020 Annual Membership Meeting will continue in office until the day after the next Annual Membership Meeting, to be held in 2021.

Resolution No. 4

Directors whose terms are scheduled to expire the day after the August 2021 Annual Membership Meeting will continue in office until the day after the Annual Membership Meeting to be held in 2022.

Resolution No. 5

The Chief Operating Officer and the President of IAI, or their designees, are authorized to perform any and all acts deemed necessary or advisable to carry out the purposes and intent of the foregoing resolutions, including but not limited to the termination of all contracts and arrangements entered into by IAI in connection with the Educational Conference and notifying all members of the foregoing resolutions.

A motion was made by Jan LeMay and seconded by Ken Zercie to accept the resolutions; motion passed unanimously. The voting BOD and Officers who were present were Jason Cole, Brian Dew, Heidi Eldridge, Stephen Greene, Jan LeMay, Alicia Wilcox, Eliot Springer, Larry Stringham, Henry Swofford, Hillary Daluz, Penny Dechant, Lyla Thompson, Mike Wisniewski, President Ken Zercie, Chair Lisa Hudson, 1st VP Alexandre Beaudoin, 2nd VP John Grassel, 3rd VP Domingo Villarreal, and 4th VP Aldo Mattei.