

Article I. Name of Organization

Name of Organization

The name of the corporation is the International Crime Scene Investigators Association.

Article II. Corporate Purpose

Section 1- Nonprofit Purpose

This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2- Specific Purpose

The International Crime Scene Investigators Association is a fraternal organization devoted to those persons whose job duties include responding to, documenting and collecting evidence at places where criminal activity has occurred.

The specific objectives and purpose of this organization shall be:

- a. To associate persons who are actively engaged in the profession of crime scene investigation into an organized body, so that the profession in all of its branches may be standardized, and effectively and scientifically administered.
- b. To encourage the enlargement and improvement of the science of fingerprints and other branches of scientific identification in crime scene investigation.
- c. To keep its members apprised of the latest techniques and discoveries in all aspects of crime scene investigation.
- d. To encourage research work in various aspects of crime scene investigation.
- e. To raise the standards of all personnel engaged in the various aspects of crime scene investigation.

- f. To employ the collective wisdom of the profession and to advance the scientific technique of crime scene investigation.
- g. To work closely with all professional groups and associations in furthering the profession of forensic identification and crime scene investigation generally.

Article III. Membership

Section 1- Eligibility for Membership

The organization shall have three classes of members. Active, Associate and Honorary.

Active: To qualify as an active member a person shall be engaged in the profession of crime scene investigation and receiving a salary from a law enforcement agency or retired from such a position. Active members are eligible to vote and hold office in the association.

Associate: To qualify as an associate member a person shall be engaged in the field of crime scene investigation, forensic science or related disciplines, but not salaried by or retired from a law enforcement agency. Associate members are not eligible to vote but may hold office in the association.

Honorary: Honorary membership may be bestowed by majority vote of the Board of Directors. This is intended as a way to recognize persons who have displayed interest or dedication to the goals of the organization, or as a charitable endeavor. Any member in good standing may nominate a person for honorary membership. Honorary members shall not be required to pay dues, nor may they vote or hold office in the association.

Section 2- Annual Dues

Annual dues are set in the amount of \$25.00 U.S. per year for those members residing in the United States. Dues for those residing outside the U.S. shall be \$25.00 U.S. for two years. Dues amount may be altered by a majority vote of the Board of Directors. Continued membership, or membership in good standing, is contingent upon being up to date on membership dues.

Life Membership

Life membership is available by:

- 10 years of membership or payment of 10 years dues
- A majority vote of the Board of Directors

Section 3- Rights of Members

Each member entitled to vote with respect to the subject matter of an issue submitted to the members shall be entitled to one vote upon each such issue.

Section 4- Resignation and Termination

Any member may resign by filing a written resignation with the secretary.

A member can have their membership terminated by a majority vote of the Board of Directors.

Members who fail to respond to two consecutive renewal notices shall be dropped from the membership rolls.

Article IV. Meetings of Members

Section 1- Regular Meetings

Regular meetings of the members shall be held annually, at a time and place which coincides with the Annual Training Conference. At the annual meeting the members shall elect directors and officers, receive reports on the activities of the association, and determine the direction of the association for the coming year.

Fees

In order to offset costs, there is a fee for members to attend the Annual Training Conference. Any member may attend the association business meeting, and/or vote on any pending matters, without paying the conference fee. This applies only to the business meeting, and not the educational portion of the conference.

Members of the Board of Directors, and the Chairperson of the Annual Training Conference may attend the conference and their conference fees will be waived. In exchange for this waiver they agree to assist in the operation of the conference and to act as spokespersons for the Association as needed/requested by the Conference Chair.

Section 2- Special Meetings

Special meetings may be called by the President or a simple majority of the board of directors. A petition signed by five percent (5%) of voting members may also call a special meeting.

Section 3- Quorum

A quorum for a meeting of the members shall consist of at least one tenth (10%) of the active membership. Quorum can consist of votes cast both in person and online.

Section 4- Voting

All issues to be voted on shall be decided by a simple majority. Voting may be conducted using a suitable online provider as identified by the Board of Directors.
Example: surveymonkey.com

Article V. Board of Directors

Section 1- General Powers

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Corporation.

Section 2- Number, Tenure, Requirements and Qualifications

The number of Directors shall be fixed from time-to-time by the Directors but shall consist of no less than three (3) nor more than seven (7) including the following officer: The President

The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. All members of the Board of Directors and Advisory Council must be approved by a majority vote of the members present and voting. No vote on new members of the Board of Directors, or Advisory Council, shall be held unless a quorum of the Board of Directors is present as provided in Section 6 of this Article.

No two members of the Board of Directors related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity may serve on the Board of Directors at the same time.

Each member of the Board of Directors shall be a member of the Corporation whose membership dues are paid in full and shall hold office for up to a four-year term as submitted by the nominations committee.

Terms shall be staggered so that at the terms of approximately one-third (1/2) of all members of the Board of Directors shall expire every other year.

Each member of the Board of Directors shall participate in at least half of the meetings of the Board per year and attend the annual CSI Training Conference if possible.

During their tenure on the Board of Directors the members' dues will be waived.

Section 3- Regular and Annual Meetings

An annual meeting of the Board of Directors shall be held at the yearly CSI Training Conference. If an annual conference is not held in a calendar year, the Board of Directors may provide by resolution the time and place, for the holding of regular meetings of the Board. Notice of these meetings shall be sent to all members of the Board of Directors no less than ten (10) days, prior to the meeting date.

Section 4- Special Meetings

Apart from when the annual conference is in session, special meetings of the Board of Directors may be called by or at the request of the President or any two members of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors will organize the time and place of the meeting.

Section 5- Notice

Notice of any special meeting of the Board of Directors shall be given at least two (2) days in advance of the meeting by email. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

Section 6- Quorum

The presence, of a majority of current members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. The act of a 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, unless the act of a greater number is required by law or by these by-laws.

Section 7- Forfeiture

Any member of the Board of Directors who fails to fulfill any of his or her requirements as set forth in Section 2 of this Article by September 1st shall automatically forfeit his or her seat on the Board. The Secretary shall notify the President in writing that his or her seat has been declared vacant, and the Board of Directors may forthwith immediately proceed to fill the vacancy. Members of the Board of Directors who are removed for failure to meet any or all of the requirements of Section 2 of this Article-are not entitled to the procedure outlined in Section 13 of this Article in these by-laws.

Section 8- Vacancies

Whenever any vacancy occurs in the Board of Directors it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at a regular meeting. Vacancies may be created and filled according to specific methods approved by the Board of Directors.

Section 9- Compensation

Members of the Board of Directors shall not receive any salary for their services as Directors. The Board may compensate the board members for expenses related to Association business at its discretion as long as doing so does not incur a debt by the Association.

Section 10- Informal Action by Directors

Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in

writing, setting forth the action so taken, shall be signed by two-thirds (2/3) of all of the Directors following notice of the intended action to all members of the Board of Directors.

Section 11- Advisory Council

An Advisory Council may be created whose members shall be elected by the members of the Board of Directors annually but who shall have no duties, voting privileges, nor obligations for attendance at regular meetings of the Board. Advisory Council members may attend said meetings at the invitation of a member of the Board of Directors. Members of the Advisory Council shall possess the desire to serve the community and support the work of the Corporation by providing expertise and professional knowledge. Members of the Advisory Council shall comply with the confidentiality policy set forth herein.

Section 12- Parliamentary Procedure

Any question concerning parliamentary procedure at meetings shall be determined by the President by reference to Robert's Rules of Order.

Section 13- Removal

Any member of the Board of Directors or members of the Advisory Council may be removed with or without cause, at any time, by vote of three-quarters (3/4) of the members of the Board of Directors if in their judgment the best interest of the Corporation would be served thereby. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

Members of the Board of Directors who are removed for failure to meet the minimum requirements in Section 2 of this Article in these by-laws automatically forfeit their positions on the Board pursuant to Section 7 of this Article, and are not entitled to the removal procedure outlined in Section 13 of this Article.

Article VI. Officers:

The officers of this Association shall be as set out in this section and may be modified at any time by vote of the Board of Directors.

Section 1. President:

- a. The President shall be elected as a board member and appointed to the President position by the Board of Directors.
- b. The President shall preside at all meetings of the Association and shall preserve order and decorum. He or she, working at the direction of and with the advice and consent of the Board of Directors, will carefully supervise the affairs of the Association and labor for its usefulness and efficiency.
- c. The President will fill all vacancies by appointment among the Officers caused by death, resignation, or for other causes during the recess of the Association.
- d. The President will coordinate with the Conference Coordinator regarding the Annual Educational Conference and oversee operations as described below in Section 4.

Section 2. Secretary/Treasurer:

- a. The Secretary-Treasurer shall keep the records and minutes of the Association, account for all dues, fees and other receipts due the Association, and keep a just and accurate account between the Association and its members, as provided for in Article XII of the By-Laws.
- b. He or she shall draw all warrants and sign the same, for the expenses of the Association when directed by the Constitution, the Association or Board of Directors.
- c. He or she shall submit at the Annual Meeting an official and audited report of all financial receipts and expenditures pertaining to the General Account, an accounting of the official proceedings of the previous Business Meeting, an accounting of the Association membership, any correspondence related to the activities of the Association, and any other matters of interest to the membership.

Section 3. Membership Coordinator:

- a. The Membership Coordinator shall manage the accounts of organizational members.
- b. He or she shall manage campaigns to promote steady growth of organizational membership
- c. He or she shall assist the Conference Coordinator in achieving attendance and for the organization's national conference.

Section 4. Conference Coordinator:

- a. The Conference Coordinator shall maintain a working relationship with speakers, vendors and venues.
- e. He or she shall manage all funding generated by the conference.
 - 1. Any expenditures beyond those covered by the revenues of the Annual Conference must be specifically approved by the Board of Directors.
 - 2. Any and all monies remaining after all expenses of the Annual Conference have been paid shall become part of the Association's General Account.
- b. Plan event aspects in conjunction with the Training Coordinator including but not limited to:
 - 1. Conference promotion with members and non-members

2. Speakers/lecturers
3. Vendors
4. Venue
5. Seating
6. Workshops/breakout groups
7. Entertainment
8. Transportation where applicable
9. Issuing invoices and collecting payments in a timely manner
10. Creating comprehensive and readable financial reports

Section 5. Training Coordinator:

- a. The Training Coordinator shall communicate with Board Members to identify training needs and map out development plans for the organization's training program(s)
- b. The Training Coordinator shall develop, design, manage, coordinate and conduct all training programs.
- c. The Training Coordinator shall assist the Conference Coordinator in obtaining conference speakers and planning/developing conference workshops.
- d. The Training Coordinator shall explore, promote and organize training opportunities to be conducted in conjunction with, or separate from, the Annual Conference, to include regularly scheduled training programs throughout the year.

Section 6. Newsletter Editor:

- a. The Newsletter Editor shall be responsible for creating and circulating ICSIA's *The Examiner* newsletter.
- b. He or she shall be responsible for obtaining and publishing the quarterly¹ Executive Director's Letter.
- c. He or she shall solicit materials such as articles, images and case studies to be published in the newsletter.
- d. He or she shall confer with other board members to obtain information relevant to ICSIA members for publication in *The Examiner*.
- e. He or she shall set and enforce deadlines, set the theme for the publication and make the final determination as to what will be published in an issue.

Section 7. Regional Directors:

- a. Each Regional Director shall act as a liaison between international membership and the United States based management of ICSIA
- b. He or she shall evaluate regional membership acquisition and retention strategies.

¹ **Note:** Frequency of publication to be determined by Newsletter Editor and approved by the Chairman

Section 8. Appointment of Officers

The Nominating Committee shall submit at the meeting prior to the annual meeting the names of those persons for the respective Officer positions. Nominations shall also be received from the floor after the report of the Nominating Committee. The appointments shall be made at the annual meeting of the Executive Board. Those officers appointed shall serve until replaced by action of the board.

Section 9. Removal of Officers

The Executive Board may remove any officer of the Association and appoint a successor. No officer of the Association shall be expelled without an opportunity to be heard and notice of such motion of expulsion shall be given to the member in writing ten (10) days prior to the meeting at which motion shall be presented, setting forth the reasons of the Board for such expulsion.

Section 10. Vacancies

The Nominating Committee shall also be responsible for nominating persons to fill vacancies which occur between annual meetings, including those of officers. Nominations shall be sent in writing to members of the Executive Board at least two (2) weeks prior to the next meeting at which the appointments will be made.

Article VII. Committees

SECTION 1. ICSIA will utilize both Standing and Special Committees. All committees, when not directed otherwise, shall be appointed by and report to the ISCIA President.

- Standing Committee – is a committee formed to help formulate ICSIA strategy in regards to a specific area of concern; standing committees will meet regularly and provide long-term guidance. Examples of Standing Committees may include, but not limited to, Certification Committee, Training Committee, Membership Committee, etc.
- Special Committee – is a committee formed to help formulate ICSIA strategy in regards to a specific area of concern; a special committee will be utilized to address short term ICSIA goals or solutions. Examples of Standing Committee may include, but not limited to, Annual Conference, Nominating Committee, Awards Committee, etc.

SECTION 2. Unless otherwise provided for, the President will appoint all standing and special committees. A committee shall have at a minimum a Chair, a Vice-chair, and a Secretary. The size of the committee is directed by the President but authorized by the Board. The President will fill committee vacancies, within 30 days, and will fill all vacancies by appointment. Without due cause, all committee vacancies will be filled by a ICSIA member. The Board, when necessary, may approve committee appointments made outside ICSIA membership.

SECTION 3. The Chair of each standing committee will be appointed by the President; the appointment must be approved by the Board. A Standing Committee Chair shall report all activities of the committee at the Annual Meeting. The Chair of each Special Committee will be appointed by the President; the appointment must be approved by the Board. A Special Committee Chair, when applicable, shall report all activities of the committee at the Annual Meeting.

Section 4. Finance Committee

The finance committee shall consist of the President, Secretary/Treasurer and the Membership Coordinator. In the normal course of business, expenditures that exceed \$500 require the approval of the President. If the President is incapacitated or unavailable, the other two members of the committee may jointly approve such expenditures as are necessary for the good of the association.

Article VIII. Corporate Staff

The Board of Directors may hire an Executive Director or other necessary staff who shall serve at the will of the Board. The Executive Director shall direct the day-day business of the Corporation and perform additional duties as may be directed by the Executive Committee or the Board of Directors. The Executive Director shall make such reports at the Board and Executive Committee meetings as shall be required by the President or the Board.

Corporate staff deemed necessary may be hired at any meeting of the Board of Directors by a majority vote and shall serve until removed by the Board of Directors upon an affirmative vote of three-quarters (3/4) of the members present at any meeting of the Board of Directors. Such removal may be with or without cause. Nothing herein shall confer any compensation or other rights on any employee, who shall remain an employee terminally at will, as provided in this section.

Article IX. Conflict of Interest and Compensation

Section 1: Purpose

The purpose of this policy is to protect the interest of the International Crime Scene Investigator Association when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a member, appointed officer or Board Member. This policy does not replace state and/or federal laws concerning the conflict of interest applicable to a nonprofit organization but is meant to supplement these rules.

Section 2: Definitions

a. Interested Person

Any board member, appointed officer, or member of a committee with recommendation powers to the board or any member who has been delegated powers by the board to make financial transaction on behalf of the organization, who has a direct or indirect financial interest, as defined below, is an interested person.

b. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, friends or family:

1. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
2. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or

3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

Section 3. Procedures

- a. **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board of Directors considering the proposed transaction or arrangement as soon as possible. It is also the responsibility of any member of the Organization with direct or indirect knowledge of any possible conflict of interest to notify the Board of Directors.
- b. **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave any meeting and/or discussion related to the possible conflict while the determination of a conflict of interest is discussed and voted upon. The remaining board members shall decide if a conflict of interest exists.
- c. **Procedures for Addressing the Conflict of Interest**
 1. An interested person may request to make a presentation at the board meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 2. The chairperson of the meeting shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 3. After exercising due diligence, the Board of Directors shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
- d. **Violations of the Conflicts of Interest Policy**

1. If the Board of Directors has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board of Directors determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board of Directors' decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Compensation

- a. A voting member of the Board of Directors who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the Board of Directors or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6. Annual Statements

Each interested person shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and

- d. Understands the Organization is nonprofit and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. Periodic Reviews

To ensure the Organization operates in a manner consistent with nonprofit purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 8. Use of Outside Experts

When conducting audits and/or reviews, the board retains the right to use outside experts although it remains the boards responsibility that the audit and/or reviews are conducted as needed.

Article X. Indemnification

SECTION 1. General

Any person who currently holds or any person who has held any of the positions listed below shall be referred to in this Article as an Indemnitee. An Indemnitee shall be indemnified by ICSIA 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. Member of the Board of Directors
2. An officer that has been appointed by the Board of Directors
3. Any employee hired by the Board of Directors or their appointee.
4. Any Agent that has been appointed by the Board of Directors

SECTION 2. Expenses

All expenses, including reasonable attorney's fees, incurred in defending any threatened, pending or completed civil or criminal action, suit or proceeding may be paid by ICSIA in advance of the final disposition, if authorized by the Board of Directors.

SECTION 3. Good Faith Limitations

ICSIA shall not indemnify or agree to indemnify any person against any expenses or other liabilities incurred by such person on account of any activities or omissions:

1. If such activities were not taken or such omissions were not in good faith
2. If actions or omissions were at the time taken while in or should have known to be a conflict of interest
3. If such action or omission were at the time while in or should have known to be unlawful

SECTION 4. Insurance

The Board of Directors may authorize ICSIA to purchase and maintain insurance on behalf of any person who is or was an Indemnitee against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.

Article XI. Books and Records

The corporation shall keep complete books and records of account and minutes of the proceedings of the Board of Directors.

Article XII. The Hayden B. Baldwin Award for Crime Scene Investigation

The association may grant this award annually upon application to the Board of Directors, who shall establish such guidelines as are reasonable and prudent. The current guidelines and application shall be available to the members on the association website.

The award recognizes excellence in the field of Crime Scene Investigation and is named after the founding member of this organization. Membership in the association is not required to be the recipient of this award. The award nomination must be made by a member in good standing.

Article XIII. Amendments

Section 1- Articles of Incorporation

The Articles may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least three days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least five days if delivered by mail.

Section 2- Bylaws

The Board of Directors may amend these Bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each director at least three days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least five days if delivered by mail.