



## BYLAWS

### 1 NAME AND OFFICES

- 1.1 The name of this corporation shall be Forensic Specialties Accreditation Board (the “Board”).
- 1.2 The Forensic Specialties Accreditation Board shall exist as a non-profit corporation under the Colorado Non-profit Corporation Act (the “Act”).

### 2 OBJECTS AND PURPOSES

- 2.1 The objects and purposes of this corporation shall be as set forth in the corporations Articles of Incorporation (the “Articles”).

### 3 SPONSORING ORGANIZATIONS

- 3.1 The Board of Directors may, by 2/3 affirmative vote, invite organizations having a legitimate interest in a forensic science or other forensic specialty, to become Sponsoring Organizations.
- 3.2 The principal role of a Sponsoring Organization is endorsement and support of the objectives and purposes of FSAB and recognition of FSAB activities and programs.
- 3.3 All Sponsoring Organizations shall be invited to designate a liaison to FSAB.
- 3.4 A Sponsoring Organization shall not be an organization engaged in forensic certification activities.
- 3.5 The FSAB shall remain independent from any Sponsoring Organization in its decision- making in all matters of accreditation.
- 3.6 A Sponsoring Organization shall not have any obligations for financial support of the Board and shall not, by virtue of its sponsorship, have authority over, liability or responsibility for any FSAB operations or activities.

### 4 NOMINATING ORGANIZATION

- 4.1 Initial Nominating Organizations
  - 4.1.1 Within one year of the date of incorporation, the initial directors of the Board shall solicit organizations to apply to become Initial Nominating Organizations
  - 4.1.2 The initial directors of the Board shall review the applications and designate Initial Nominating Organizations based on the following criteria:
    - 4.1.2.1 The applicant shall be a legally identifiable entity offering certification in a forensic specialty.

- 4.1.2.2 The certification program shall have the following components:
  - 4.1.2.2.1 Periodic recertification.
  - 4.1.2.2.2 An examination that covers the knowledge base of the relevant forensic specialty for which certification is offered.
  - 4.1.2.2.3 A credentialing process.
  - 4.1.2.2.4 A code of ethics or reference thereto.
- 4.1.3 The Board shall require applicants to provide documentation to demonstrate that they fulfill the criteria for Initial Nominating Organizations. When the Board has verified that the applicant meets the criteria, the Board may designate the applicant as an Initial Nominating Organization.
- 4.1.4 The Board shall have the sole authority to designate or revoke the designation of a certification body as an Initial Nominating Organization.
- 4.1.5 An Initial Nominating Organization shall name one qualified individual as a regular director of FSAB until such time as Nominating Organizations are designated by the Board.
- 4.2 Transition to Nominating Organizations
  - 4.2.1 On February 28, 2008:
    - 4.2.1.1 Those Initial Nominating Organizations that are also accredited by the Board shall be designated as Nominating Organizations.
    - 4.2.1.2 The Board shall revoke the designation of Initial Nominating Organization for all certification bodies which are not accredited by the Board.
    - 4.2.1.3 The Board shall not designate any additional Initial Nominating Organizations.
    - 4.2.1.4 Initial Nominating Organizations shall no longer be recognized by the Board and shall have no rights to name or nominate regular directors for the Board.
- 4.3 Nominating Organizations
  - 4.3.1 When Initial Nominating Organizations are no longer recognized by the Board, the Board shall designate Nominating Organizations.
    - 4.3.1.1 A Nominating Organization shall be a legally identifiable entity offering certification in a forensic specialty which is accredited by the Board.
  - 4.3.2 Nominating Organizations may submit the name of one or more nominees for regular director of the Board.
  - 4.3.3 The designation or revocation of Nominating Organization status shall be solely at the discretion of the Board.

4.3.4 The designation of Nominating Organization status shall require a majority affirmative vote of the Board.

4.3.5 The revocation of Nominating Organization status shall require a two-thirds (2/3) affirmative vote of the Board.

## 5 BOARD OF DIRECTORS

5.1 The business and property of the corporation shall be managed by the Board.

5.2 The Board shall be comprised of directors whose number shall be not less than five (5) and not more than twenty-five (25). At least one (1) director shall be a lawyer with experience and interest in forensic evidence.

5.3 There shall be three categories of directors: regular, public and at-large.

### 5.3.1 Regular Directors

5.3.1.1 Regular directors shall be named by Initial Nominating Organizations or elected by the current Board of Directors from qualified nominees submitted by Nominating Organizations.

5.3.1.1.1 Repealed

5.3.1.1.2 Repealed

5.3.1.2 All regular directors shall be certificants of the Initial Nominating Organization or Nominating Organization.

### 5.3.2 Public Director

5.3.2.1 There shall be one (1) public director.

5.3.2.1.1 A public director shall not be certified by an Initial Nominating Organization or a Nominating Organization.

5.3.2.1.2 This director may or may not have any forensic experience or qualifications, but will represent public interests as determined by the Board.

5.3.2.1.3 The public director shall be appointed by the President.

### 5.3.3 At-Large Directors

5.3.3.1 There shall be up to eight (8) at-large directors.

5.3.3.2 The at-large directors shall be nominated by any member of the Board and elected by the Board.

5.3.3.3 The incorporators of the corporation shall be the Board's initial at-large directors.

### 5.4 Term for Directors

5.4.1 The first full term for directors shall commence at the close of the annual meeting, February 2001.

5.4.2 The full term for each director shall be three years.

- 5.4.2.1 A director shall not serve more than four (4) consecutive full terms without an intervening period.
- 5.4.3 The term of a director shall commence at the close of the annual meeting where he or she was elected or appointed.
- 5.4.4 Vacancies occurring on the Board shall be filled.
  - 5.4.4.1 When a regular director named by an Initial Nominating Organization leaves the board, the Initial Nominating Organization shall be entitled to name a qualified individual to fill the vacancy until such time as Nominating Organizations are designated by the Board.
  - 5.4.4.2 Once Nominating Organizations are designated by the Board, vacancies occurring for regular directors shall be filled from nominees provided by Nominating Organizations.
    - 5.4.4.2.1 Directors shall be elected by a majority affirmative vote of the Board. Such election may be conducted by mail ballot.
- 5.4.5 Removal of a director shall require a (2/3) affirmative vote of the current directors.
- 5.5 The Board shall have at least one regular meeting per year at the call of the President, at a location designated by him or her, within or without the State of Colorado. Notice of the annual meeting shall be given to each Director at least thirty (30) days before the meeting date. An annual meeting may be conducted by electronic conference upon the written consent of two-thirds (2/3) of the Directors.
- 5.6 Special meetings of the Board may be held at a location designated by the President at any time on call of the President, or of the Executive Committee, or upon the written request of a majority of the directors in office, on a date and at a time and location to be designated by the President, within or without the State of Colorado. Notice of a special meeting shall be given to each director at least fifteen (15) days before the meeting date, with information regarding the subject(s) to be considered. A special meeting may be conducted by electronic conference.
- 5.7 A quorum at any meeting of the Board shall consist of a majority of the directors, and action by the Board on any matter shall be taken by the affirmative vote of a majority of the directors present at a meeting at which a quorum exists. No director shall be entitled to vote through use of proxy.
- 5.8 The business at any meeting of the Board shall include the following:
  - I Approval of the minutes
  - II Reports of officers and committees
  - III Unfinished business
  - IV New business

## V Adjournment

- 5.9 Directors shall not receive any compensation for their services as a director.
- 5.10 There shall be an Executive Committee and such other committees as established by resolution of the Board. The resolution designating such committee shall state the powers of the Board to be assigned to such committee, except that such powers shall not include those that the Act prohibits from being assigned to a committee.
- 5.10.1 The Executive Committee
- 5.10.1.1 The Committee shall consist of the President, the Vice President, the Secretary, the Treasurer and the Immediate Past President. The President shall serve as the chair.
- 5.10.1.2 A quorum of the Executive Committee shall consist of a majority of its members, and its formal actions shall require a majority vote unless otherwise provided herein.
- 5.10.1.3 The Executive Committee shall be empowered to act for and on behalf of the Board on matters which require urgent action between meetings of the Board and to accomplish other specifically assigned tasks. Action taken by the Executive Committee shall be reported to the full Board as soon as practical; shall be subject to review and ratification by the Board; and shall be recorded in the minutes of the Board.
- 5.10.2 Repealed
- 5.10.3 Each committee shall consist of two (2) or more persons.
- 5.10.4 The chair of each committee shall be a director.
- 5.10.5 The President shall be an ex-officio member of all committees.
- 5.10.6 The President shall appoint the chair and members of each committee, unless otherwise provided.
- 5.10.6.1 Unless otherwise provided, the chair and other members of every committee shall serve one (1) year terms and be eligible for reappointment.
- 5.10.7 Any action required or permitted to be taken by the Board or by a committee at a meeting thereof may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors or all of the committee members, as the case may be, entitled to vote with respect to the subject matter thereof.

## 6 OFFICERS

- 6.1 The officers of the corporation shall consist of a President, a Vice President, a Treasurer, and a Secretary. Any two offices may be held by the same person, except no person may be President and Vice President at the same time.
- 6.2 Officers shall be elected by the Board at the annual meeting of the Board, or if deemed necessary by the Board, at a special meeting of the Board. The Board

may discharge any officer with or without cause, and shall fix the duties of the officers and any other agents or employees of the corporation.

6.2.1 Officers shall be regular, public or at-large directors.

6.2.2 The term of office for all officers shall be one (1) year.

6.3 Each officer shall hold office from the time of his election until his death, resignation, or removal from office, or until his successor has been duly elected and qualified, except that no Director shall serve as an officer for more than 8 consecutive years subsequent to February 18, 2007. . The Board may elect an officer to fill any vacancy in office occurring for any reason for the unexpired portion of the officer's term.

6.4 The President shall be the chief executive officer of the corporation. The President shall preside at meetings of the Board, and shall execute, on behalf of the corporation, such notes, certificates and other instruments of writing as may be directed by the Board. The president is responsible for the supervision of the corporation and its other officers and employees, and shall perform such other duties as are required by the Articles, these Bylaws, and/or the Board. The President may also appoint ad hoc committees as necessary from time to time, and define the duties of such committees.

6.5 In the absence or disability of the President, all the powers of the President will be vested with the Vice President. The Vice President shall perform such other duties as may be required by the President.

6.6 The Treasurer shall be responsible for the custody and control of all funds and valuables of the corporation and shall keep a full and accurate account of all receipts and disbursement. The Treasurer shall be responsible for the deposit of all monies and other valuables in the name of the corporation and to its credit in such depository as may be designated by the Board.

6.7 The Secretary shall give notice of all meetings of the Board as may be required by the Articles, these Bylaws, the Board or the Act. The Secretary shall prepare and keep the minutes of all meetings as the Board may require, and shall countersign all certificates and official documents requiring the signature of the President. The Secretary shall be the custodian of the corporate seal.

## **7 WAIVER OF NOTICE**

7.1 Any Officer or Director may waive in writing any notice required to be given under the Bylaws, either before or after the time for which said notice would be required.

## **8 CORPORATE SEAL**

8.1 The corporate seal shall be a circular device bearing the Seal in the center thereof, and the words the "Forensic Specialty Accreditation Board" and "Colorado" around the perimeter thereof.

## **9 LIABILITY**

- 9.1 The Forensic Specialties Accreditation Board (FSAB) shall assume no liability to any persons, entities or organizations by reason of the adoption and implementation of the accreditation program.

## **10 AMENDMENT OF ARTICLES OF INCORPORATION AND BYLAWS**

- 10.1 These Bylaws may be amended by the affirmative vote of at least two-thirds of the Directors.
- 10.2 The Articles may be amended by the affirmative vote of at least two-thirds of the Directors.
- 10.3 Any amendments to the Bylaws and/or Articles of Incorporation shall be proposed in writing and served upon the Directors at least 30 days prior to the date upon which the amendments will be considered.

## **11 RULES OF ORDER**

- 11.1 “Roberts Rules of Order - Newly Revised” shall determine parliamentary practice and procedure in all cases to which they apply except where inconsistent with these by-laws or the laws of the State of incorporation.