

Forensic Specialties Accreditation Board BYLAWS

1. NAMES AND OFFICES

- 1.1.** The name of this corporation shall be Forensic Specialties Accreditation Board, Inc. (the “Corporation”).
- 1.2.** The Corporation shall exist as a non-profit corporation under the Colorado Revised Non-profit Corporation Act.
- 1.3.** The Corporation shall be governed by a Board of Directors (“Board”) that shall include officers of the Corporation.

2. OBJECTS AND PURPOSES

- 2.1.** The objects and purpose of the Corporation are as set forth in the Articles of Incorporation (the “Articles”) of the Corporation.

3. SPONSORING ORGANIZATIONS

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

4. [NOMINATING ORGANIZATIONS. THIS SECTION HAS BEEN DELETED.]

5. THE BOARD

- 5.1.** The business and property of the Corporation shall be managed by a Board of Directors (“Board”) headed by a President.
- 5.2.** The Board shall comprise five (5) to twenty-five (25) Directors, the actual number to be determined by the Board.
- 5.3.** There shall be two categories of Directors: Regular and Public
 - 5.3.1.** Regular Directors
 - 5.3.1.1.** Regular Directors shall be elected by majority affirmative vote by the Board from nominees submitted by conformity assessment bodies (CABs) or by Directors.

5.3.1.2. All Regular Directors shall be certificants of CABs at the time of their election to the Board of Directors.

5.3.1.2.1. If a Regular Director does not maintain a certification from a CAB, they may complete their current term as Regular Director, but may not be re-elected as a Regular Director unless the certification is re-established prior to re-election.

5.3.2. Public Directors

5.3.2.1. There shall be at least one (1) Public Director.

5.3.2.1.1. Public Directors shall not be certificants of a CAB.

5.3.2.1.2. Public Directors may or may not have any forensic expertise or qualifications, but will represent public interests as determined by the Board.

5.3.2.1.3. Public Directors shall be elected by majority affirmative vote by the Board from nominees submitted by conformity assessment bodies (CABs) or by Directors.

5.4. Term for Directors

5.4.1. The term for a Director shall be three (3) years.

5.4.2. No Director shall serve more than four (4) consecutive terms with the exception as described in 6.3.1.1. This limitation does not preclude subsequent election after an interruption in service.

5.4.2.1. The term of a Director elected at an Annual Meeting shall commence on March 1 of the year elected and end on the last day of February of the third year.

5.4.3. Directors shall be elected by a majority affirmative vote of the Board cast at the Annual Meeting, a Special Meeting (including one held electronically), or through ballots cast by electronic or written mail.

5.4.4. If a Director fails to complete his or her term, the Board may elect a new Director to fill out the remainder of the uncompleted term, choosing from among nominees submitted by the CABs and Directors.

5.4.5. Removal of a Director shall require a two-thirds (2/3) affirmative vote of the Board.

5.5. The Board shall have at least one regular meeting per year (the “Annual (Year) Meeting”) at a time and location designated by the President, 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 time designated. The Annual Meeting may be conducted by electronic conference upon the written consent of two-thirds (2/3) of the Directors.

5.6. A special meeting of the Board (“Special Meeting”) may be called by the President, by majority action of the Executive Committee described in 6.8 below, or upon the written request of a majority of the Directors, at a time and location 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 time designated; said Notice to contain information regarding all subjects to be considered at the Special Meeting. 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; unless otherwise stated herein or in the Policies Manual and Procedures. Action by the Board on any matter shall be approved by the affirmative vote of a majority of the Directors present at the 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 from the Corporation.
- 5.10. Board-Created Committees**
- 5.10.1.** Committees may be established by action of the Board to exercise those powers of the Board explicitly assigned to them by said action, and only those powers.
- 5.10.2.** Each Board-created committee shall consist of two (2) or more Directors.
- 5.10.2.1.** Affiliates may be appointed to assist the committee as needed.
- 5.10.3.** Each Board-created committee shall be chaired by a Director.
- 5.10.4.** The President shall be an ex-officio member of each Board-created committee.
- 5.10.5.** Unless otherwise mandated by the Bylaws or other governing document, the president shall appoint the chair, with the exception of the Internal Audit Committee, and members of each Board-created committee.
- 5.10.6.** Unless otherwise mandated by the Bylaws or other governing document, the chair and other members of every Board-created committee shall serve terms of one (1) year and be eligible for reappointment.
- 5.10.7.** Any action required or permitted to be taken by the Board or by a Board-created committee at a meeting of the Board or of said Board-created committee may be taken without a meeting if a consent in writing setting forth the action taken shall be signed by all of the Directors or all of the committee members, as the case may be, who are entitled to vote regarding said action.

6. OFFICERS AND EXECUTIVE COMMITTEE

- 6.1.** The officers of the Corporation shall consist of the President, Vice President, Treasurer, Secretary, and Immediate Past President. No two officer positions may be held by the same Director.
- 6.2.** Officers shall be elected by the Board at the Annual Meeting or at a Special Meeting, except for the Immediate Past President who shall take office after completing the term of President.
- 6.2.1.** Officers shall be Directors.

- 6.2.2.** Any officer may be removed upon two-thirds (2/3) affirmative vote of the Board.
- 6.3.** An officer shall hold office for a one (1) year term of office unless that term is shortened by incapacitation, death, resignation, or removal from office. No officer shall exceed four (4) consecutive one (1) year terms in the same office. The Board may elect an officer to fill any vacancy in office occurring for any reason for the unexpired portion of the term of the departing officer.
- 6.3.1.1.** The term of the Immediate Past President shall continue, irrespective of the Director term limits, until the end of the final term in office of their successor President.
- 6.3.1.1.1.** If a President should leave office prematurely (i. e., by resignation, death, or removal from office) the Immediate Past President shall remain in office until the completion of the one (1) year term during which the President left office.
- 6.3.1.1.2.** Outgoing Immediate Past Presidents who have not served four (4) or more consecutive terms as Director, may continue to serve as a Director and, if elected, an officer.
- 6.3.1.1.3.** If the office of Immediate Past President becomes vacant for any reason, it may remain vacant.
- 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 written instruments as they may be directed to do so by the Board. The President is responsible for the supervision of the Corporation and its other officers and shall perform such other duties as are required by the Articles, these Bylaws, the Policy Manual, Procedures, and/or the Board. The President may also appoint ad hoc committees as necessary from time to time to carry out duties defined by the President.
- 6.5.** In the absence of the President, all the powers of the President shall be vested in the Vice President. The Vice President shall perform such other duties as may be required by the President and as stipulated in the Policy Manual.
- 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 or the Administrative Manager under the oversight of 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 Colorado Revised Nonprofit Corporation Act. The Secretary shall prepare and keep the minutes of all meetings as the Board may require, and shall countersign all certificates and contracts.
- 6.8.** The Immediate Past President serves on the Executive Committee, chairs the Nominating Committee, mentors the incoming President, and performs other duties as assigned.

6.9. Executive Committee

6.9.1. There shall be an Executive Committee comprising the President, Vice President, Secretary, Treasurer, Immediate Past President, and one (1) Public Director elected by the Directors. The President shall serve as the chair of the Executive Committee.

6.9.1.1. The Public Director elected to serve on the Executive Committee shall be elected for a term of one (1) year.

6.9.1.2. No individual Public Director shall serve more than four (4) consecutive terms on the Executive Committee.

6.9.1.3. A Public Director elected pursuant to Section 6.9.1.1 may be removed from the Executive Committee upon two-thirds (2/3) affirmative vote of the Board.

6.9.2. A quorum of the Executive Committee shall consist of a majority of its members, and formal actions of the Executive Committee shall require a majority vote of those Executive Committee members present unless otherwise provided herein.

6.9.3. The Executive Committee shall be empowered to act for and on behalf of the Board on matters that require urgent action between meetings of the Board and to accomplish other tasks specifically assigned it by the Board. Action taken by the Executive Committee shall be reported to the 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.

7. WAIVER OF NOTICE

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

8. LIABILITY

8.1. The Corporation shall assume no liability to any persons, entities, or organizations by reason of the adoption and implementation of the accreditation program.

9. AMENDMENTS TO THE BYLAWS AND ARTICLES OF INCORPORATION

9.1. These Bylaws may be amended by the affirmative vote of at least two-thirds (2/3) of the Directors.

9.2. The Articles of Incorporation may be amended by the affirmative vote of at least two-thirds (2/3) of the Directors.

10. RULES OF ORDER

10.1. *Robert's 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.