

**Bylaws of  
Minnesota Division of the  
International Association for Identification**

## TABLE OF CONTENTS

|  |   |
|--|---|
| ARTICLE I.....   | 1 |
| Objectives.....  | 1 |
| Section 1. Objectives .....  | 1 |
| ARTICLE II .....   | 1 |
| Offices .....  | 1 |
| Section 1. Registered Office .....   | 1 |
| Section 2. Principal Office.....   | 1 |
| Section 3. Other Offices.....  | 1 |
| ARTICLE III.....   | 1 |
| Members .....  | 1 |
| Section 1. Members .....   | 1 |
| Section 2. Categories of Membership.....   | 1 |
| Section 3. Application of Membership.....  | 2 |
| Section 4. Resignation of Members .....  | 2 |
| Section 5. Record Date.....  | 2 |
| Section 6. Conduct .....   | 3 |
| Section 7. Fees.....   | 3 |
| ARTICLE IV.....  | 3 |
| Meetings of Members.....   | 3 |
| Section 1. Annual Meeting .....  | 3 |
| Section 2. Special Meetings .....  | 4 |
| Section 3. Notice of Meetings .....  | 4 |
| Section 4. Quorum .....  | 4 |
| Section 5. Voting.....   | 5 |
| Section 6. Action by Written Ballot.....   | 5 |
| Section 7. Meeting Solely by Means of Remote Communication .....                           | 5 |
| Section 8. Individual Participation in Meetings by Means of Remote<br>Communications ..... | 5 |
| ARTICLE V .....  | 6 |
| Board of Directors.....  | 6 |
| Section 1. General Powers.....   | 6 |
| Section 2. Number .....  | 6 |
| Section 3. Qualifications; <i>Ex Officio</i> Directors.....                                | 6 |
| Section 4. Term of Office and Election .....   | 6 |
| Section 5. Appointment of Successor Directors.....   | 6 |
| Section 6. Vacancy .....   | 6 |
| Section 7. Removal of Directors.....   | 7 |
| Section 8. Resignation.....  | 7 |
| Section 9. Compensation .....  | 7 |

|   |        |
|---|--------|
| <b>ARTICLE VI</b> .....   | 7      |
| <b>Meetings of the Board of Directors</b> .....   | 7      |
| <b>Section 1. Place of Meetings</b> .....   | 7      |
| <b>Section 2. Regular Meetings</b> .....  | 7      |
| <b>Section 3. Special Meetings</b> .....  | 7      |
| <b>Section 4. Notice of Meetings</b> .....  | 7      |
| <b>Section 5. Quorum and Voting</b> .....   | 8      |
| <b>Section 6. Rules of Procedure</b> .....  | 8      |
| <b>Section 7. Action without Meeting</b> .....  | 8      |
| <b>Section 8. Meeting Solely by Means of Remote Communication</b> .....   | 9      |
| <b>Section 9. Individual Participation in Meetings by Means of Remote<br/>                Communication</b> ..... | 9      |
| <br><b>ARTICLE VII</b> .....  | <br>9  |
| <b>Officers</b> .....   | 9      |
| <b>Section 1. Number</b> .....  | 9      |
| <b>Section 2. Election and Term of Office</b> .....   | 9      |
| <b>Section 3. Removal and Vacancies</b> .....   | 9      |
| <b>Section 4. Chair of the Board of Directors</b> .....   | 10     |
| <b>Section 5. President</b> .....   | 10     |
| <b>Section 6. Vice Presidents</b> .....   | 10     |
| <b>Section 7. Secretary-Treasurer</b> .....   | 10     |
| <b>Section 8. Media Editor</b> .....  | 10     |
| <b>Section 9. Sergeant at Arms</b> .....  | 11     |
| <b>Section 10. Historian</b> .....  | 11     |
| <b>Section 11. IAI Regional Division Representative</b> .....   | 11     |
| <b>Section 12. Other Officers</b> .....   | 11     |
| <br><b>ARTICLE VIII</b> .....   | <br>11 |
| <b>Committees</b> .....   | 11     |
| <b>Section 1. Committees</b> .....  | 11     |
| <b>Section 2. <i>Ex Officio</i> Member</b> .....  | 12     |
| <b>Section 3. Committee Procedures</b> .....  | 12     |
| <b>Section 4. Nominating Committee</b> .....  | 12     |
| <b>Section 5. Auditing Committee</b> .....  | 12     |
| <b>Section 6. Conference Committee</b> .....  | 12     |
| <br><b>ARTICLE IX</b> .....   | <br>12 |
| <b>Fiscal Matters</b> .....   | 12     |
| <b>Section 1. Accounting Year</b> .....   | 12     |
| <b>Section 2. Contracts</b> .....   | 12     |
| <b>Section 3. Loans</b> .....   | 13     |
| <b>Section 4. Checks, Drafts, Etc.</b> .....  | 13     |
| <b>Section 5. Deposits</b> .....  | 13     |
| <b>Section 6. Maintenance of Records; Audit</b> .....   | 13     |

|                                    |    |
|------------------------------------|----|
| Section 7. Corporate Seal .....    | 13 |
| ARTICLE X .....                    | 13 |
| Indemnification .....              | 13 |
| ARTICLE XI.....                    | 14 |
| Director Conflict of Interest..... | 14 |
| ARTICLE XII .....                  | 14 |
| Amendments .....                   | 14 |

## **ARTICLE I**

### **Objectives**

**Section 1. Objectives.** The objectives Minnesota Division of the International Association for Identification (the “Association”) shall be: (a) to associate persons who are actively engaged in the profession of identification, investigation and scientific examination of physical evidence in an organized body so that the profession in all of its branches may be standardized and effectively and scientifically practiced, (b) to encourage the enlargement and improvement of the science of forensic identification and crime detection, (c) to encourage research work in scientific crime detection, (d) to keep its members apprised of the latest techniques and discoveries in forensic identification and crime detection, (e) to employ the collective wisdom of the profession to advance the scientific techniques of forensic identification and crime detection, (f) to provide training, education and the publication of information in all forensic disciplines as represented by this association, crime scene processing and detection, and (g) such other purposes as the Board of Directors may designate from time to time.

## **ARTICLE II**

### **Offices**

**Section 1. Registered Office.** The registered office of the Corporation in the State of Minnesota shall be as stated in the Articles of Incorporation of the Association (the “Articles”), or such other place within the state as the Board of Directors may designate from time to time.

**Section 2. Principal Office.** The principal office of the Association shall be at 7964 Brooklyn Blvd, Suite 105, Brooklyn Park, MN 55445, or at such other place as the Board of Directors shall designate from time to time. The business of the Association shall be transacted from the principal office, and the records of the Association shall be kept there.

**Section 3. Other Offices.** The Association may have such other offices within and without the State of Minnesota as the Board of Directors may determine.

## **ARTICLE III**

### **Members**

**Section 1. Members.** The Members of the Association shall be individuals who (a) support the objectives of the Association, (b) meet criteria for membership, (c) notify the Association in writing of their interest in being a Member of the Association and conform to the application procedures in these Bylaws, (d) are approved by majority vote of the Board of Directors, and (e) pay annual dues and assessments in an amount determined by the Board of Directors from time to time.

**Section 2. Categories of Membership.** Membership categories shall consist of Active, Life Active, Associate, and Student.

**Section 2.1. Active Membership.** Active Members shall be those individuals who are engaged in the science of forensic identification, crime detection, and scientific examination of physical evidence as well as, heads of Police Departments, and Sheriff's; provided that the foregoing persons are bona fide employees of, and who receive salaries from National, State, County, or Municipal governments, or of some subdivision thereof, and private forensic laboratories employed by companies who investigate criminal activity. Active members shall not lose their status because of retirement or change of position so long as they remain in good standing.

**Section 2.2. Associate Membership.** Associate Members shall be those reputable persons, fully or partially engaged in any of the various phases of the science of forensic identification and investigation and scientific examination of physical evidence who are not qualified for Active Membership, including college students who are studying for a career in law enforcement or forensics. They shall in all respects be subject to the same rules, fees, and charges.

**Section 2.3. Life Active Membership.** Life Active Members shall be those Active Members who have paid their membership dues for 15 consecutive years, or a retired member who pays dues for 10 years, or a combination of active membership and retired membership totaling 25 years. They shall forever be exempt from the payment of dues and assessments and shall have all other rights afforded Active Members.

**Section 3. Application for Membership.** An individual shall be considered to have applied for membership upon the completion of the official application of the Association. The IAI Division Representative shall review the application and, if necessary, conduct background investigation of applicant qualifications and advise the Board of Directors of an applicant's qualification or non-qualification. If the Board of Directors does not approve an applicant, all application materials shall be returned to the applicant. If the Board of Directors approves an applicant, the approved application shall be forwarded to the Secretary-Treasurer, together with the applicant's annual dues and assessments in the amount determined by the Board of Directors from time to time. Provided that the applicant is in all other respects fully qualified, the Secretary-Treasurer shall notify the applicant of their acceptance as a member and shall forward a certificate of membership.

**Section 4. Resignation of Members.** A Member may resign as such at any time by tendering such resignation in writing to the President or Secretary-Treasurer of the Association. Such resignation shall be effective when executed by such Member but shall not relieve the Member from any outstanding financial obligations to the Association.

**Section 5. Record Date.** For the purpose of determining Members entitled to notice of and to vote at any meeting of Members or any adjournment thereof, or in order to make a determination of Members for any other proper purpose, the Board of Directors of the Association may, but need not, fix a date as the record date for any such determination of Members, which record date, however, shall in no event be more than fifteen (15) days prior to any such intended action or meeting.

**Section 6. Conduct.** The Board of Directors shall have the ability to establish and enforce a code of conduct for the Association. The Board of Directors shall have the power to try any Member of the Association, including an Officer or Director, upon any charge affecting such person's honor or conduct unbecoming a Member, provided the charge is made in writing and signed by the person making the charge. Any written charge or charges against any Member shall first be given to the President, who shall within thirty (30) days bring the matter before the Board of Directors for Consideration. The Chair of the Board shall send a copy of the charge or charges to the accused by registered mail and the accused Member shall have thirty (30) days in which to answer in writing such charge or charges. Failure to answer a charge within the time prescribed shall be deemed as a confession of the truth and the board of Directors may act accordingly. The Board of Directors shall hold a closed hearing on such charge or charges and may invite witnesses. After due consideration of the evidence at hand, the Board of Directors shall within thirty days arrive at a decision and notify all persons concerned in writing of said decision. If the accused Member is found guilty by majority vote, the Board of Directors may decide to expel, suspend, censure, or admonish such Member. In the event the judgment of the Board of Directors is averse to the accused Member, the accused Member shall have the right to appeal the decision of said Board to the membership of the Association at the next Conference. The finding and order of the Board shall become final unless the Board is overruled by a majority vote of the Members present and voting.

**Section 7. Fees.** The Board of Directors shall set fees for membership in the Association, including the application fee, annual dues, and any assessments. The Board of Directors may, by majority vote, levy assessments on the membership when it judges the need. Any Member who fails to pay their dues on or before December 31 of any given year shall be deemed not in good standing. The Secretary-Treasurer shall notify all such Members that are not in good standing and remove such Member's name from the mailing list of the Association pending the payment of dues or reinstatement. In the event a Member is suspended for nonpayment of dues or has otherwise withdrawn their membership while in good standing, such Member may be reinstated only upon the payment of all amounts owed as well as any other conditions that may be imposed by the Board of Directors.

#### **ARTICLE IV Meetings of Members**

**Section 1. Annual Meeting.** The annual meetings of all the Members of the Association shall be held during the Annual Conference. The Board of Directors shall determine the date, time, and place of the Annual Conference and Member meeting and give notice to all Members. At each annual meeting the Members shall elect Directors, including which Officer role each Director shall hold, provide a report on the activities and financial condition of the Association, and transact such business as may be appropriate for action by Members. The Board of Directors may determine that one or more annual meetings of the Members shall be held solely by means of remote communication. Such authorization may be general or confined to specific instances.

**Section 2. Special Meetings.** Special meetings of the Members, for any purpose or purposes appropriate for action by Members, may be called by the Chair of the Board of Directors, by a majority of the Board of Directors, or by ten percent (10%) or more Members of the Association. A person or persons entitled to call a special meeting of the Board of Directors may make a written request to the Secretary-Treasurer to call the meeting. The Secretary-Treasurer shall give written notice of the meeting in the manner provided below, and the meeting shall be held within thirty (30) days but not less than fourteen (14) days after receipt of the request to call a special meeting. If the Secretary-Treasurer fails to give notice of the meeting within three (3) days from the day on which the request was received by the Secretary-Treasurer, the person or persons who requested the special meeting may fix the time and place of meeting and give notice thereof. The Board of Directors may determine that one or more special meetings of the Members shall be held solely by means of remote communication. Such authorization may be general or confined to specific instances.

**Section 3. Notice of Meetings.** Except where a meeting of all Members is an adjourned meeting and the date, time, and place of such meeting were announced at the time of adjournment, notice of all meetings of Members stating the date, time, and place thereof, and any other information required by law or desired by the Board of Directors or by such other person or persons calling the meeting, and in the case of special meetings, the purpose thereof, shall be given to each Member of record entitled to vote at such meeting prior to the date of such meeting. Notice of a meeting to be held solely by means of remote communication shall include a statement identifying the means by which Members may participate in such meeting.

Notice of a meeting at which an amendment to the Articles or Bylaws of the Association will be proposed must contain the substance of the proposed amendment.

Notice shall be sent by electronic mail to an electronic mail address at which the Member has consented to receive notice or by such other means as the Secretary-Treasurer deems fair and reasonable under the circumstances. Notice is effective when given.

Any Member may waive notice of any meeting of Members. Waiver of notice shall be effective whether given before, at, or after the meeting and whether given orally, in writing, or by attendance. Attendance by a Member at a meeting is a waiver of notice of that meeting, except where the Member objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate thereafter in the meeting, or objects before a vote on an item of business because the item may not lawfully be considered at that meeting and does not participate in the consideration of that item at the meeting.

**Section 4. Quorum.** A majority of the Members entitled to vote at a meeting of the Members shall constitute a quorum at a meeting of Members for the purpose of taking any action other than adjourning such meeting. If a quorum of Members is not represented at a meeting, the Members present shall constitute a quorum for the sole purpose of adjourning such meeting, and the majority of the Members so present may adjourn the meeting to such date, time, and place as they shall announce at the time of adjournment. Any business that might have been transacted at the adjourned meeting if a quorum had been present, may be transacted at the meeting held

pursuant to such an adjournment and at which a quorum shall be represented. If a quorum is present when a duly called or held meeting is convened, the Members present may continue to transact business until adjournment, even though the withdrawal of a number of Members leaves less than the number otherwise required for a quorum.

**Section 5. Voting.** Each Member is entitled to one vote. The Members shall take action by the affirmative vote of a majority of Members present and entitled to vote on the action except where a different vote is required by law, the Articles, or these Bylaws.

**Section 6. Action by Written Ballot.** An action that may be taken at a regular or special meeting of Members may also be taken without a meeting if the Association delivers to every Member a written ballot for each delegate entitled to vote on the matter describing the proposed actions and providing an opportunity to vote for or against each proposed action. Solicitations under this Section shall indicate the number of responses necessary to meet quorum requirements, the percentage of approvals necessary to approve each action and the time by which the ballot must be received by the Association to be counted. Approval under this section is valid only if the number of ballots received equals or exceeds the quorum required to be present at a meeting authorizing the action and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting of which the total number of votes cast was the same as the number of votes cast by ballot. Written ballots may be delivered personally, sent by electronic mail, posted on an electronic network together with a separate notice to the Member of the specific posting, or mailed, first class postage prepaid.

**Section 7. Meeting Solely by Means of Remote Communication.** An annual or special meeting of the Members may be held solely by one or means of remote communication, by which persons not physically present in the same location may communicate with each other on a substantially simultaneous basis, if the same notice is given of the meeting as would be required for a meeting at a designated place, and if the number of Members participating in the meeting is sufficient to constitute a quorum at the meeting. Participation in a meeting in this manner constitutes presence at a meeting. When a meeting is conducted under this Section, reasonable measures shall be implemented to ensure each person deemed present and entitled to vote at the meeting (a) is an individual entitled to vote at meetings of the Members under Section 5 of this Article, and (b) has a reasonable opportunity to participate in and vote on matters at the meeting.

**Section 8. Individual Participation in Meetings by Means of Remote Communications.** A Member may participate in a meeting of the Members by any means of remote communication. Participation in a meeting in this manner constitutes presence at the meeting. When an individual participates in a meeting under this Section, reasonable measures shall be implemented to ensure each individual deemed present by remote communication and entitled to vote at the meeting (a) is an individual entitled to vote at meetings of the Members under Section 5 of this Article, and (b) has a reasonable opportunity to participate in and vote on matters at the meeting.

## **ARTICLE V**

### **Board of Directors**

**Section 1. General Powers.** The business and affairs of the Association shall be managed by or under the direction of the Board of Directors, who shall act as an advisory committee to the President. The Board of Directors shall assist in selecting the place and dates of all Conferences and approve the program of activities. In addition to the powers conferred upon the Board of Directors by these Bylaws, the Board of Directors may exercise all powers of the Association and perform all acts which are not prohibited to it by law, by the Articles or by these Bylaws, all as may be amended.

**Section 2. Number.** The Board of Directors of the Association shall be composed of ten (10) elected Directors, or such other number as determined from time to time by the Board of Directors of the Association. No decrease in the number of Directors pursuant to this section shall effect the removal of any Director then in office.

**Section 3. Qualifications.** Directors may only be adult natural persons. Each Director shall demonstrate his or her willingness to accept responsibility for governance and their availability to participate actively in governance activities. Directors shall be selected to bring a variety of interests and expertise to the Association and to reflect the community served. No vacancy in the number of Directors on the Board of Directors shall render any Board action void or voidable.

**Section 4. Term of Office and Election.** Each Director shall be elected to a one-year term by the affirmative vote of a majority of the Members eligible to vote. All elections shall be held at the Annual Conference and Member meeting. Elections shall be held in a manner determined by the Board of Directors. Members shall nominate candidates for Director and Officer roles, to be voted on by ballot. If more than two candidates are nominated, the name of the candidate receiving the lowest number of votes shall be dropped on each succeeding ballot until two names remain, unless on any one ballot one candidate shall receive a majority of all votes cast, in which event that candidate shall be declared elected. Each elected Director of the Association shall serve until the expiration of their term of office, and thereafter until their successor has been elected or until their prior death, resignation, removal or cessation of representative qualifications. All Directors shall have equal voting rights.

**Section 5. Appointment of Successor Directors.** Vacancies on the Board of Directors caused by the expiration of a term of office shall be filled at the annual meeting of Members.

**Section 6. Vacancy.** Vacancies on the Board of Directors of elected Directors other than those caused by the expiration of term of office shall be filled by the appointment of a Director by the President of the Association. A Director appointed to fill a vacancy shall hold office for the remainder of the unexpired term of his or her predecessor and until his or her successor shall be elected and qualified.

**Section 7. Removal of Directors.** Any Director may be removed, at any time, with or without cause, upon the affirmative vote of a majority of all Directors then in office, excluding the Director proposed for removal.

**Section 8. Resignation.** Any Director may resign at any time by giving written notice of such resignation to the Secretary of the Association. Such resignation shall be effective upon delivery, unless a later date is specified in the notice.

**Section 9. Compensation.** Directors shall not receive compensation for acting as such, but Directors shall be entitled to reasonable compensation for services rendered in furthering the purposes of the Association as set forth in the Articles. The Association shall be entitled to purchase officers' and Directors' liability insurance without obtaining reimbursement of all or any part of the premium without violating these Bylaws.

## **ARTICLE VI**

### **Meetings of the Board of Directors**

**Section 1. Place of Meetings.** The Board of Directors may hold its regular and special meetings at such places, within or without this state, as determined by the Chair of the Board of Directors of the Association or his or her designee. If no place is determined, the meeting shall be held at the Association's principal place of business. The Board of Directors may determine that one or more meetings of the Board of Directors shall be held solely by means of remote communication. Such authorization may be general or confined to specific instances.

**Section 2. Regular Meetings.** The Board of Directors shall hold at least one (1) regular meeting each year at such time and place as the Board of Directors, or the Chair of the Board of Directors, shall determine. If no place is designated, the regular meetings shall be held at the Association's principal place of business. At each regular meeting, the Board of Directors shall conduct such business as may properly come before the meeting.

**Section 3. Special Meetings.** Special meetings of the Board of Directors may be called by: (a) the Chair of the Board of Directors, (b) President, or (c) upon written request of any five (5) or more Directors of the Association. A person entitled to call a special meeting of the Board of Directors may make a written request to the Secretary-Treasurer to call the meeting. The Secretary-Treasurer shall give written notice of the meeting in the manner provided below, and the meeting shall be held between three (3) and fourteen (14) days after receipt of the request to call a special meeting. If the Secretary-Treasurer fails to give notice of the meeting within three (3) days from the day on which the request was received by the Secretary-Treasurer, the person or persons who requested the special meeting may fix the time and place of meeting, and give notice thereof.

**Section 4. Notice of Meetings.** Notice of the annual meeting of the Board of Directors shall be given to all Directors. Said notice shall include proposed agenda items, but the failure to include an agenda item in the notice shall not prevent action from being taken with respect to such item, except that notice of a meeting at which an amendment to the Articles of the

Association will be proposed must contain the substance of the proposed amendment. Notice of a meeting to be held solely by means of remote communication shall include a statement identifying the means by which the Directors may participate in such meeting.

Notice shall be sent by electronic mail or by such other means as the Secretary-Treasurer deems fair and reasonable under the circumstances. Whenever written notice to Directors provides less than five (5) days' prior written notice of the meeting, excluding the date of the meeting, reasonable effort shall be made to notify Directors by telephone of the meeting at the time of giving written notice, but the failure to contact any Director(s) by telephone shall not affect the validity of the meeting or any action taken at such meeting.

Any Director may waive notice of any meeting of the Board of Directors in writing before, at or after a meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, unless he or she objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate in the meeting, or objects before a vote on an item of business because the item may not lawfully be considered at that meeting and does not participate in the consideration of that item at the meeting. The waiver shall be filed with the person who has been designated to act as secretary of the meeting, who shall enter the waiver upon the records of the meeting.

**Section 5. Quorum and Voting.** The presence of at least fifty percent (50%) of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but the Directors present at any meeting, although less than a quorum, may adjourn the meeting from time to time. If a quorum is present when a duly called or held meeting is convened, the Directors present may continue to transact business until adjournment, even though the withdrawal of Directors originally present leaves less than the proportion or number otherwise required for a quorum. At any meeting of the Board of Directors, each Director present at the meeting shall be entitled to cast one (1) vote on any question coming before the meeting. Except as otherwise provided in these Bylaws, a majority vote of the Directors present at any meeting shall be sufficient to transact any business.

**Section 6. Rules of Procedure.** The Board of Directors may adopt or establish rules of procedure for conducting meetings provided such rules are not inconsistent with the Association's Articles of Incorporation, these Bylaws or Minnesota law. In the absence of Board action, the Chair of the Board of Directors shall establish rules of procedure for conducting meetings provided such rules are not inconsistent with the Association's Articles, these Bylaws or Minnesota law.

**Section 7. Action without Meeting.** An action required or permitted to be taken at a Board of Directors Meeting may be taken by written action signed by the number of Directors that would be required to take the same action at a meeting of the Board of Directors at which all Directors were present provided, however, that a Board of Directors' action requiring Member approval may be taken by written action only if signed by all of the Directors then in office. If any written action is taken by less than all of the Directors entitled to vote, all Directors entitled to vote shall be notified immediately of its text and effective date. The failure to provide such

notice, however, shall not invalidate such written action. A Director who has not signed or consented to the written action has no liability for the action or actions taken thereby. A written action is effective when it is signed by all of the Directors required to take the action unless a different effective time is provided in the written action. For purposes of this Section, an electronic signature satisfies the requirement of a signature so long as the electronic communication containing the electronic signature sets forth sufficient information from which the Association can reasonably conclude that the communication was actually sent by the purported sender.

**Section 8. Meeting Solely by Means of Remote Communication.** Any meeting among Directors may be conducted solely by one or more means of remote communication, including electronic communication, conference telephone, video conference, the Internet, or such other means by which persons not physically present in the same location may communicate with each other on a substantially simultaneous basis, through which all of the Directors may participate in the meeting, if the same notice is given of the meeting as would be required for a meeting, and if the number of Directors participating in the meeting is sufficient to constitute a quorum at a meeting. Participation in a meeting in this manner constitutes presence at a meeting.

**Section 9. Individual Participation in Meetings by Means of Remote Communication.** A Director may participate in a meeting of the Board of Directors by means of conference telephone, or if authorized by the Board of Directors, by such other means of remote communication including electronic communication, video conference, the Internet, or such other means by which persons not physically present in the same location may communicate with each other on a substantially simultaneous basis, through which that Director and other Directors so participating and all Directors physically present at the meeting may participate with each other during the meeting. Participation in a meeting in this manner constitutes presence at the meeting.

## **ARTICLE VII**

### **Officers**

**Section 1. Number.** The Association shall have the following Officers: (a) a Chair, (b) a President; (c) a First Vice President; (d) a Second Vice President; (e) a Third Vice President, (f) a Secretary-Treasurer; (g) a Media Editor; (h) a Sergeant at Arms; (i) a Historian, and (j) a IAI Regional Division Representative. Except as provided in these Bylaws, the Board of Directors shall fix the powers and duties of all Officers.

**Section 2. Election and Term of Office.** Officers of the Association shall be Directors of the Association and shall hold office at the discretion of the Members. An Officer shall hold office until his or her successor shall have been elected or until his or her prior death, resignation or removal from office as hereinafter provided. All Officers of the Association shall be elected annually by the Members at the Annual Conference in the manner provided in Article IV, except for the Chair.

**Section 3. Removal and Vacancies.** All Officers shall hold office at the pleasure of the Board of Directors and may be removed at any time, with or without cause, by a resolution

approved by the affirmative vote of a majority of the Directors present. Any vacancy in an office of the Association shall be filled by the President. The removal of any individual as an Officer of the Association shall not automatically affect such individual's employee status with the Association.

**Section 4. Chair of the Board of Directors.** Unless provided otherwise by a resolution adopted by the Board of Directors, the Immediate Past President shall serve as Chair of the Board of Directors and shall preside at meetings of the Board of Directors.

**Section 5. President.** Unless provided otherwise by a resolution adopted by the Board of Directors, the President shall supervise and control the management of the Association and preserve order and decorum. The President shall supervise the affairs of the Association and labor for usefulness and efficiency, shall see that all orders and resolutions of the Board of Directors are carried into effect, shall sign and deliver in the name of the Association any contracts or other instruments pertaining to the business of the Association, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the Articles, these Bylaws, or the Board of Directors to some other officer or agent of the Association, may maintain records of and certify proceedings of the Board of Directors, and shall perform such other duties as may from time to time be prescribed by the Board of Directors. The President shall have the general powers and duties generally vested in the office of a president and chief executive officer of a corporation and shall have such other powers and perform such other duties as the Board of Directors may prescribe from time to time.

**Section 6. Vice Presidents.** The First Vice President shall act as presiding Officer of the Association during the temporary absence or disability of the President, and the Second and Third Vice President shall move up in succession. The Vice Presidents shall have such other powers and perform such other duties as the President or Board of Directors may prescribe from time to time.

**Section 7. Secretary-Treasurer.** The Secretary-Treasurer shall (a) attend all meetings of the Board of Directors and Members and be responsible for ensuring that all actions and the minutes of all proceedings of the Board of Directors and Members are recorded in a book to be kept for that purpose, and shall be responsible for all documents and records of the Association, (b) keep the records and minutes of the Association, receive all moneys due, and keep a just and accurate account between the Association and its Members, (c) if requested, issue a membership card to each member upon payment of dues and assessments, (d) draw all warrants and checks for expenses of the Association and shall sign the same, (e) submit at the Annual Conference a detailed report of receipts and disbursements and account balances, (f) keep the Association webmaster abreast of any and all changes and/or additions needed for inclusion on the Association web site, (g) give or cause to be given any required notice of meetings, and (h) perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

**Section 8. Media Editor.** The Media Editor shall receive all articles and items of interest pertinent to the identification, forensics and investigation profession, edit them when

necessary, and prepare them for inclusion on the Association's website or in other publications or media produced by the Association. The Media Editor shall secure such other beneficial publicity for the organization as may be in their power, solicitation of advertisements, and perform such duties as may be designated by the Board of Directors.

**Section 9. Sergeant at Arms.** The Sergeant-at-Arms will have command of the outer door of the Annual Conference hall, and will permit none to enter who is not properly registered and/or qualified. The Sergeant at Arms will assist the President in preserving order and will perform such other duties as the President and Board of Directors will direct.

**Section 10. Historian.** The Historian keeps and maintains documentation not otherwise kept by the Secretary-Treasurer, as they pertain to the history of the Division. The Historian is responsible for maintaining all award medallions and is tasked with obtaining award plaques, as needed. The three types of awards offered are: Charter Award, Sustained Achievement Award, and Forensic Science & Sustained Achievement Award. These awards are presented at annual conferences and are given to MNIAI members only. The award recipient is nominated by the Board of Directors and must be an Active or Retired member. The Historian is responsible for writing the text that will be affixed onto the award plaque. The Historian is responsible for at least one annual written report of activities to the Board of Directors, and such other duties as may be assigned by the President.

**Section 11. IAI Regional Division Representative.** The IAI Regional Division Representative shall act in an advisory capacity and assist the President, other Officers, and Board of Directors. The IAI Regional Division Representative shall receive applications for membership in the Association from the Secretary-Treasurer and review and conduct an investigation of the applicant's character and qualifications for membership in conformation with the IAI and this Association's Articles and Bylaws. The IAI Regional Division Representative shall conduct inquiries and investigations of Association membership ethics violation or misconduct as deemed necessary by the Board of Directors and report in writing the results of the investigation to the Board of Directors.

**Section 12. Other Officers.** The Board of Directors may appoint Directors to perform the duties of and exercise the powers of each Officer in the absence or disability of such Officer and may appoint such other Officers in its discretion from time to time. Any other Officers shall hold office at the discretion of the Board of Directors until the next meeting of the Members and shall have such powers, perform such duties and be responsible to such other Officers as the Board of Directors may prescribe.

## **ARTICLE VIII Committees**

**Section 1. Committees.** The Board of Directors may establish one or more committees, including an Executive Committee. Such committees shall have the authority of the Board of Directors in the management of the business of the Association to the extent provided in such resolution. Such committees, however, shall at all times be subject to the direction and control of

the Board of Directors and shall have a term of one (1) year, expiring at the next Annual Conference. Committee members must be natural persons.

**Section 2. Ex Officio Member.** The President of the Board of Directors of the Association, or a representative appointed by the President, shall be an *ex officio* member, without voting rights, of each committee of the Association.

**Section 3. Committee Procedures.** The provisions of these Bylaws shall apply to committees and members thereof to the same extent they apply to the Board of Directors and Directors, including, without limitation, the provisions with respect to meetings and notice thereof, absent members, written actions and valid acts. Each committee shall keep regular minutes of its proceedings and report the same to the Board of Directors.

**Section 4. Nominating Committee.** The Nominating Committee shall consist of the Directors in attendance at the Annual Conference. The duties of the Nominating Committee shall be to receive recommendations from any Member as to the names of proposed candidates for election as a Director and Officer. After considering the names of proposed candidates, the Nominating Committee shall make its recommendations to the Members and manage the voting and ballot process.

**Section 5. Auditing Committee.** The Auditing Committee shall consist of no fewer than three (3) Directors whose duty shall be to audit and inspect the financial accounts of the Association during the Annual Conference, or at such other times as may be directed by the President or Board of Directors. The Auditing Committee shall report to the Association at the Annual Conference on the financial condition of the Association.

**Section 6. Conference Committee.** The Conference Committee shall consist of the President and three (3) additional Directors, whose duties shall be to define the perimeter of and to establish the contents of the Annual Conference.

## **ARTICLE IX Fiscal Matters**

**Section 1. Accounting Year.** The accounting year of the Association shall be the calendar year.

**Section 2. Contracts.** The Board of Directors may authorize such Officer or Officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be either general or confined to specific instances. Contracts and other instruments entered into in the ordinary course of business may be executed by the President or, in the absence of or pursuant to a delegation by the President by such Officer designated to act in the place of or in the absence of the President, without specific Board of Directors authorization.

**Section 3. Loans.** No loans shall be contracted on behalf of the Association, and no evidence of indebtedness other than checks, drafts or other orders for payment of money issued in the ordinary course of business shall be issued in its name unless authorized by the Board of Directors. Such authorization and approval may be general or confined to specific instances.

**Section 4. Checks, Drafts, Etc.** All checks, drafts or other orders for the payment of money issued in the name of the Association shall be signed by the Secretary-Treasurer or such other Officer of the Association as is designated by resolution of the Board of Directors.

**Section 5. Deposits.** All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors, the President, or the Secretary-Treasurer may select.

**Section 6. Maintenance of Records; Audit.** The Association shall keep at its registered office correct and complete copies of its Articles and Bylaws, accounting records, voting agreements, and minutes of meetings of Members, Board of Directors, and committees having any of the authority of the Board of Directors for the last six (6) years. All such other records shall be open to inspection upon the demand of any Director. The Board of Directors shall cause the books and records of account of the Association to be audited by certified public accountants, to be selected by the Board of Directors, at such times as may be necessary or appropriate.

**Section 7. Corporate Seal.** The Association shall have no corporate seal.

## **ARTICLE X Indemnification**

The Association shall indemnify its Officers, Directors, Members, committee members and executive-level employees, if any, against judgments, penalties, fines, including without limitation, excise taxes assessed against the person with respect to an employee benefit plan, settlements, and reasonable expenses, including attorneys' fees, and disbursements incurred by such persons in connection with a proceeding in which they are or are threatened to be made a party by reason of their action on behalf of the Association to the fullest extent permitted under Minnesota law. The Board of Directors shall identify by resolution those employees constituting the class of employees referred as "executive-level employees," if any, for purposes of this Article XI. In order to avail himself or herself of this indemnification provision, however, a person must: (1) not already be indemnified by another organization in connection to the same proceeding and the same acts or omissions; (2) have acted in good faith with respect to the acts or omissions complained of; (3) have received no improper personal benefit; (4) in the case of a criminal proceeding, have had no reasonable cause to believe his or her conduct was unlawful; (5) in the case of a civil proceeding, have reasonably believed that he or she was acting in the best interests of the Association.

**ARTICLE XI**  
**Director Conflict of Interest**

The Association shall maintain a Conflict of Interest Policy that shall apply to all Directors, Officers, committee members and key employees, if any. The Conflict of Interest Policy shall be acknowledged annually by all Directors.

**ARTICLE XII**  
**Amendments**

The Association's Articles may be altered, amended or restated by the Members at the Annual Conference by majority vote. Proposed changes must be presented in writing to the Members at least thirty (30) days prior to the Annual Conference. Any number of amendments, or an entire revision or restatement of the Articles, may be voted upon at a meeting of the Board of Directors or approved by action in writing where due notice of the proposed amendment has been given and shall be adopted upon the affirmative vote of a majority of all Directors entitled to vote on the proposed amendment or revision and upon the approval of a majority of the Members of the Association. The Association's Bylaws may be altered, amended or restated by the Members at the Annual Conference by majority vote. Proposed changes must be presented in writing to the Members at least thirty (30) days prior to the Annual Conference. Any number of amendments, or an entire revision or restatement of the Bylaws, may be voted upon at a meeting of the Board of Directors or approved by action in writing where due notice of the proposed amendment has been given and shall be adopted upon the affirmative vote of a majority of all Directors entitled to vote on the proposed amendment or revision and upon the approval of a majority of the Members of the Association.

**CERTIFICATION**

The undersigned, as Secretary-Treasurer of Minnesota Division of International Association for Identification, a Minnesota nonprofit corporation, hereby certifies that the foregoing Bylaws of the Association were adopted by the Board of Directors by written resolution on January 14, 2026.

*Jennifer Jaspersen*

Secretary-Treasurer