

THE FORENSIC SCIENCES FOUNDATION, INC.

Bylaws

(Revised 04/04/2022)

ARTICLE I. PREAMBLE

SECTION 1 – NAME: The name of this organization shall be THE FORENSIC SCIENCES FOUNDATION, INC., herein also referred to as “FSF” or as the “Foundation.” It is incorporated in the State of Colorado as a nonprofit corporation under the provisions of Colorado Revised Statutes (CRS), Title 7, Article 20-29.

SECTION 2 - CORPORATE OFFICE: The corporate office of the Foundation shall be located in Colorado Springs, Colorado, and/or in such other locations as the Board of Trustees of the Foundation shall determine. In accordance with the provisions of CRS 7-22-104, the Foundation’s principal office in Colorado shall serve as its Registered Office.

ARTICLE II. PURPOSE

The purpose of the Foundation shall be to serve the membership of the American Academy of Forensic Sciences, Inc. (hereinafter referred to as “AAFS” or the “Academy”) and the forensic sciences community generally through the conduct, management, sponsorship and coordination of research and educational activities for the betterment of the forensic sciences community and their services to society.

ARTICLE III. MEMBERSHIP

SECTION 1 - MEMBERS: The Foundation shall have one class of Members that shall be comprised entirely of the Fellows of the Academy who are serving as members of the AAFS Board of Directors.

SECTION 2 - QUALIFICATIONS AND RIGHTS:

a. QUALIFICATIONS:

Members of the Foundation shall be:

1. A Fellow in good standing in the Academy.
2. A member of the AAFS Board of Directors.

b. RIGHTS:

Members of the Foundation may:

1. Amend, alter or repeal the bylaws or adopt new bylaws.
2. Elect or remove any member of the Board of Trustees.
3. Authorize dissolution or revocation proceedings.

SECTION 3 - INCLUSIVE DATES OF MEMBERSHIP: The term of membership of each Member of the Foundation shall begin at the time of the assumption of their membership on the AAFS Board of Directors. It shall end upon the conclusion of their membership on the AAFS Board of Directors. All rights, privileges, and interests of a Member of the Foundation shall cease on the termination of membership therein.

SECTION 4 - RESIGNATION OR REMOVAL: Any Member of the Foundation who has resigned from or has been removed from the AAFS Board of Directors shall also cease to be a Member of the Foundation.

SECTION 5 - VACANCIES: Any vacancy that may occur in the Membership of the Foundation by reason of death, resignation or otherwise, shall be filled in accordance with the Bylaws of the Academy.

ARTICLE IV. MEETINGS OF THE MEMBERS

SECTION 1 - ANNUAL MEETING: There shall be an Annual Meeting of the Members of the Foundation during the month of February, unless otherwise ordered by the Presiding Officer of the Members. The annual meeting shall be for the discussion of matters relating to the affairs of the Foundation—to include recommendations to the Board of Trustees—for the election of members of the Board of Trustees and for receiving annual reports. No bylaw may be brought up for adoption, amendment or repeal and no disciplinary action against a Trustee may be considered unless stated in a written notice of the meeting.

SECTION 2 - SPECIAL MEETINGS: Special meetings of the Members may be called at any time by the Presiding Officer, or by a majority of the Members upon notification to the Presiding Officer of the purpose, place, day, and hour of the meeting.

SECTION 3 - MEETING NOTICE: Notice of a meeting of the Members of the Foundation shall be provided to each member not less than ten (10) nor more than fifty (50) days before the date of the meeting. The notice shall state the place, day, and hour of the meeting and the purpose, unless otherwise stated in these bylaws.

SECTION 4 - QUORUMS AND VOTING:

1. QUORUMS:

- a. *Meetings:* 70% of the total number of Members of the Foundation shall constitute a quorum for the transaction of business at any meeting of the Members. A telephone, video, or other electronic media conference shall constitute a valid corporate meeting provided it meets all the requirements of a meeting and all Members are participating in the meeting at the same time and can converse with each other.
- b. *Mailed Vote:* The receipt of mailed votes from 100% of the total number of Members of the Foundation shall constitute a quorum for the transaction of business by United States Postal Service (USPS) mail. The receipt of electronic votes from a majority of the total number of Members of the Foundation shall constitute a quorum of the transaction of business by electronic mail. The following business shall not be accomplished by mailed vote:
 - (i) Bylaw changes.
 - (ii) Dissolution or revocation actions.
 - (iii) Election or removal of Trustees.

2. VOTING:

- a. Each Member of the Foundation is entitled to one (1) vote on each matter submitted to the membership for action. Neither cumulative nor proxy voting is permitted.
- b. The votes required to adopt a motion are:
 - (i) To amend, alter or repeal bylaws, or to adopt new bylaws, a three-fourths (3/4) vote of those present and voting in favor of the motion is required.
 - (ii) To authorize dissolution or revocation proceedings, a three-fourths (3/4) vote of those present and voting in favor of the motion is required.
 - (iii) To remove a Trustee from office, a two-thirds (2/3) vote of those present and voting in favor of the motion is required.
 - (iv) To elect a Trustee, a majority of those present and voting in favor of the motion to elect is required.
 - (v) To act on all other voting issues, a majority of the quorum appropriate to the voting method used is required.

ARTICLE V. MEMBERS' OFFICERS AND COMMITTEES

SECTION 1 - PRESIDING OFFICER: The President of the Academy shall serve as the Presiding Officer at meetings of the Members of the Foundation and shall perform such duties as custom, parliamentary procedure, or the Members may require.

SECTION 2 - SECRETARY: The Secretary of the Academy shall serve as the Secretary of the Members of the Foundation. The Secretary, in conjunction with the Executive Director of the Foundation, shall be responsible for the minutes of the Members' Annual Meeting and any Special Meetings; shall give proper notice to the Members of the time, place and agenda of pending Members' meeting; and shall perform such additional tasks as assigned by the Members of the Foundation.

SECTION 3 - TERM OF OFFICE: The terms of office of the Presiding Officer and of the Secretary shall begin when they assume the office of President and Secretary, respectively, of the Academy and shall expire simultaneously with the end of their tenure as President and Secretary, respectively, of the Academy.

SECTION 4 - COMMITTEES:

- a. **NOMINATING COMMITTEE:** The Presiding Officer, with the consent of the Members of the Foundation, shall appoint a Nominating Committee not less than three (3) nor more than six (6) months prior to the Annual Meeting of the Members.
 1. *Duties:* The Nominating Committee shall recommend to the Members a slate of candidates to serve as Trustees of the Foundation.
 2. *Composition:* The committee shall consist of five (5) members selected from among the Members, to serve from the date of appointment until the conclusion of the Members' Annual Meeting at which their slate of candidate Trustees is presented.
 3. *Nominations:* All recommendations of the Nominating Committee shall be delivered, in writing, to the Secretary not less than forty-five (45) days prior to the Members' Annual Meeting for distribution to the Members as an enclosure to the Annual Meeting Notice. Nominations for Trustees may be made from the floor during the Members' Annual Meeting.
- b. **OTHER COMMITTEES:** Committees, other than the Nominating Committee, may be appointed by the Presiding Officer as the need arises.

ARTICLE VI. BOARD OF TRUSTEES

SECTION 1 - DUTIES: The Board of Trustees shall have supervision, control and direction of the operational matters and research and educational programs of the Foundation and shall determine the policies within the limits of these bylaws. The Board shall have authority to approve the Foundation's annual budget and to disburse the Foundation's funds. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of its powers granted, appoint such agents, as it may consider necessary.

SECTION 2 - QUALIFICATIONS: Any member or affiliate shall be eligible to serve as a Trustee, provided that a majority of the Trustees are Fellows or Retired Fellows of the Academy.

SECTION 3 - COMPOSITION: The Board shall be composed of sixteen (16) Trustees elected by the Members of the Foundation. In addition to the elected Trustees, the AAFS President and the President-Elect shall be Members *ex officio* of the Board with the right to vote on all Board matters.

SECTION 4 - TERM OF OFFICE: With the exception of the two (2) *ex officio* members of the Board, each Trustee shall be elected for a four (4) year term of office unless elected to fill the unexpired term of a departed Trustee. Each elected Trustee shall be eligible for re-election; however, no Trustee may serve more than two (2) consecutive terms as an elected Trustee-regardless of the length of the first term. The term of office for Trustees shall begin immediately following the annual meeting of the Members of the Foundation at which the Trustees are elected and shall continue in office until their successors are duly elected and qualified, or unless they resign, are removed, or are otherwise unable to fulfill an unexpired term. The terms of office of the Trustees shall be staggered over a four (4) year cycle according to a plan of rotation established by the Members of the Foundation.

SECTION 5 - RESIGNATION OR REMOVAL:

- a. **RESIGNATION:** Any Trustee may resign at any time by giving written notice to the Chair or to the Secretary of the Board of Trustees. Such resignation shall take effect on the date specified therein, or, if no date is specified, on the date of acceptance thereof as determined by the Chair of the Board.
- b. **REMOVAL:** The Members of the Foundation may remove any Trustee from office for cause, after due process. Such removal is without prejudice to the Trustee's contract rights, if any.

SECTION 6 - VACANCIES: Any vacancy that may occur on the Board of Trustees for whatever reason shall be filled for the unexpired term by the Members of the Foundation.

SECTION 7 - COMPENSATION OF TRUSTEES: Trustees shall not receive compensation for their services as Trustees but the Board may, by resolution, authorize reimbursement of reasonable expenses incurred in the performance of their duties as Trustees.

ARTICLE VII. MEETINGS OF THE BOARD

SECTION 1 - ANNUAL MEETING: The Board of Trustees shall have an Annual Meeting for the resolution of matters related to the responsibilities assigned to the Trustees and for the election of officers. Unless otherwise ordered by the Chair of the Board of Trustees, this meeting shall be at the time and place of the AAFS Annual Scientific Meeting.

SECTION 2 - SPECIAL MEETINGS: Special meetings of the Board of Trustees may be called at any time by the Chair of the Board or by a majority of its combined elected and *ex officio* Trustees upon notification to the Chair of the Board of the purpose, date, and place of the meeting.

SECTION 3 - MEETING NOTICE: Written notice of the Annual Meeting of the Board of Trustees shall be provided to each Trustee not less than ten (10) nor more than fifty (50) days before the date of the meeting. The notice shall state the place, day, and hour of the meeting.

Written notices of special meetings shall be provided to each Trustee not less than five (5) days nor more than thirty (30) days before the date of the meeting. The notice shall state the place, day, hour, and purpose of the meeting.

SECTION 4 - QUORUMS AND VOTING:

1. **QUORUMS:**

- a. *Meetings:* 70% of the total number of Trustees shall constitute a quorum for the transaction of business at any meeting of the Board. A telephone, video, or other electronic media conference shall constitute a valid corporate meeting provided it meets all the requirements of a meeting and Trustees are participating in the meeting at the same time and can converse with each other.

b. *Mailed Vote*: The receipt of mailed votes from 100% of the total number of Trustees shall constitute a quorum for the transaction of business by USPS mail. The receipt of electronic votes from a majority of the total number of Trustees shall constitute a quorum for the transaction of business by electronic mail. The removal of Board officers from office may not be accomplished by mail.

2. VOTING:

- a. Each member of the Board of Trustees shall be entitled to one (1) vote, except that members may not vote on matters in which they have a direct personal or pecuniary interest not common to the other members of the Board. Neither cumulative nor proxy voting is permitted.
- b. All actions shall be adopted by a majority vote of the quorum appropriate to the voting method used except that to remove an officer of the Board a two-thirds (2/3) vote in favor of the motion to remove shall be required.

ARTICLE VIII. BOARD OFFICERS AND MANAGEMENT

SECTION 1 - ELECTED OFFICERS: The elected officers of the Foundation shall be the Chair, Vice-Chair, Secretary, and Treasurer. These officers shall be elected annually by the Board of Trustees at the Trustees' Annual Meeting.

SECTION 2 - APPOINTED OFFICERS: The Board of Trustees shall appoint the AAFS Executive Director to serve as the Executive Director, Assistant Secretary, and Assistant Treasurer of the Foundation. The AAFS Executive Director, in consultation with the Chair, and upon approval of the Board, may designate another qualified individual or individuals to act as Executive Director, Assistant Secretary, and Assistant Treasurer of the Foundation.

The Board may appoint such additional officers of the Foundation as are necessary to ensure the proper management of Foundation affairs. Such appointments shall be for terms not to exceed three (3) years but may be renewed. The Foundation Executive Director shall be appointed as Assistant Secretary and as Assistant Treasurer.

SECTION 3 - TERM OF OFFICE:

- a. **ELECTED OFFICERS:** Each elected officer shall take office at the conclusion of the meeting at which they are elected and shall serve for a term of one (1) year or until a qualified successor is duly elected. No elected officer shall serve for more than five (5) consecutive terms.
- b. **APPOINTED OFFICERS:** Each appointed officer shall take office and shall serve for such time as specified in the appointing order.

SECTION 4 - RESIGNATION OR REMOVAL:

- a. **RESIGNATION:** Any officer of the Board may resign as an officer of the Board at any time by giving written notice to the Chair or the Secretary of the Board. Such resignation shall take effect at the time specified therein. If no time is specified, the time of acceptance thereof shall be as determined by the Chair of the Board, or, in the case of the resignation of the Chair, by the Vice-Chair of the Board.
- b. **REMOVAL:** Any officer of the Board may be removed from office for cause after due process by a two-thirds (2/3) vote of the Trustees present and voting at a meeting of the Board.

SECTION 5 - VACANCY IN OFFICE: Any vacancy that may occur in any office by reason of death, resignation, or otherwise shall be filled for the unexpired term by election of the members of the Board of Trustees.

SECTION 6 - CHAIR OF THE BOARD: The Chair shall be the chief executive officer of the Foundation and shall preside at the meetings of the Board of Trustees and the Executive Committee. The Chair shall be a member *ex officio*, with the right to vote, of all Board of Trustee committees. The Chair shall make an annual report to the Members of the Foundation on the status of Foundation operations and programs and shall provide such other reports as may be required by the Foundation Members of the Board of Trustees. The Chair shall perform such other duties as custom, parliamentary procedure or the Board may require.

SECTION 7 - VICE-CHAIR: The Vice-Chair shall be the second ranking officer in the Foundation and shall perform such duties as the Chair may assign. The Vice-Chair shall perform the duties of the Chair in the absence or inability of the Chair to act.

SECTION 8 - SECRETARY: The Secretary, in conjunction with the Executive Director—serving as an appointed Assistant Secretary—shall be responsible for the minutes of the Foundation’s Board of Trustees, shall give notice of all meetings of the Board, and shall perform or supervise the execution of such additional tasks as assigned.

SECTION 9 - TREASURER: The Treasurer, assisted by the Executive Director—serving as an appointed Assistant Treasurer—shall prepare the Foundation’s annual budget and shall keep account of, make reports on, and shall safeguard the funds of the Foundation as provided by the Board of Trustees in accordance with accepted accounting methods and procedures. The Treasurer shall annually cause to be prepared a certified audit of the Foundation’s financial records.

SECTION 10 - EXECUTIVE DIRECTOR: The Executive Director shall be responsible to the Board of Trustees for the management and direction of all operations, programs, activities, and affairs of the Foundation, to include serving as the Foundation’s Colorado Registered Agent in accordance with the provisions of CRS 7-22-104. The Executive Director shall attend all Member and Board meetings but shall not be a voting member thereof.

SECTION 11 - EXECUTIVE COMMITTEE: There shall be elected annually by the Board of Trustees one (1) member thereof who, with the Chair, Vice-Chair, Secretary and Treasurer, shall constitute an Executive Committee. 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 as a whole and to accomplish other tasks specifically assigned by the Board except that the Executive Committee may not take action to remove an Officer of the Board. Action taken by the Executive Committee shall be reported to the full Board of Trustees as soon as practical and shall be recorded in the Minutes of the Board. Four (4) members of the Executive Committee shall constitute a quorum for the transaction of business. Meetings may be called by the Chair or by three (3) members of the Executive Committee.

SECTION 12 - OTHER COMMITTEES: The Chair of the Board of Trustees, subject to the approval of the Board, may appoint such additional committees as deemed necessary, provided that each such committee shall consist of two (2) or more Trustees.

ARTICLE IX. FINANCIAL

SECTION 1 - INCOME AND EXPENDITURES: Funds for meeting the expenses of the Foundation shall be raised through gifts, grants, income from investments and the collective efforts of the Members, Trustees and staff of the Foundation. No financial obligations of the Foundation may be incurred by anyone or any group except upon the prior authorization of or allocation of funds by the Board of Trustees. All disbursements shall be made by the Treasurer or by the Executive Director, serving as an appointed Assistant Treasurer.

SECTION 2 - ANNUAL CERTIFIED AUDIT: Under the direction of the Treasurer, an annual audit of the Foundation's financial records shall be made by a licensed public accountant. Said audit shall be delivered to each Member of the Foundation and to each member of the Board of Trustees prior to the Annual Meeting of the Members of the Foundation.

SECTION 3 - FISCAL YEAR: The fiscal year of the Foundation shall commence on the first day of July and end on the thirtieth day of June.

SECTION 4 - INDEMNIFICATION: The Foundation may, by resolution of the Board of Trustees, provide for indemnification by the Foundation of any and all of its Trustees or officers or former Trustees or officers against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding, in which they or any of them are made parties or a party, by reason of having been a Trustee or officer of the Foundation, except in relation to matters as to which such Trustee or officer or former Trustee or officer shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

SECTION 5 - DISSOLUTION: The Foundation shall use its funds only to accomplish the purpose specified in these bylaws, and no part of said funds shall inure, or be distributed, to the Members of the Foundation or to the members of the Board of Trustees. On dissolution of the Foundation, all assets remaining shall be distributed by the Board of Trustees to one or more charitable, educational, scientific or philanthropic organizations qualified as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provisions of a future United States Internal Revenue law.

ARTICLE X. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of "Robert's Rules of Order Newly Revised" shall govern the Foundation in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Foundation may adopt.

ARTICLE XI. AMENDMENTS

SECTION 1 - REPEAL OR AMENDMENT OF PREVIOUS BYLAWS: These bylaws shall become effective at the close of the Annual Meeting of the Members of the Foundation at which approved. The previous bylaws heretofore adopted or passed by the Members of the Foundation as well as all previous resolution, rules and regulations that are in conflict herewith are hereby repealed.

SECTION 2 - AMENDMENT PROCEDURE: Any part of these bylaws may be amended at any Annual Meeting of the Members of the Foundation, provided that such amendments are consistent with the provisions of Colorado Revised Statutes, Title 7, Articles 20-29 and provided further that copies of each proposed amendment shall be provided to all voting Members not less than ten (10) or more than fifty (50) days before the date of the Annual Meeting at which final action is to be taken.

THESE BYLAWS WERE ENACTED AT THE ANNUAL MEETING OF THE MEMBERS OF THE FOUNDATION ON FEBRUARY 18, 2004.