

BYLAWS OF THE AMERICAN SOCIETY OF CRIME LABORATORY DIRECTORS, INC
(As amended by vote of the Membership, May 23, 2019)

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ARTICLE I -- NAME

The name of the Corporation is American Society of Crime Laboratory Directors, Inc.

ARTICLE II -- PURPOSES

SECTION 1

The purposes for which the Corporation is organized are: The common professional interests of its members; to promote and foster the development of crime laboratory management principles and techniques; to acquire, preserve and disseminate information related to the utilization of crime laboratories; to maintain and improve communications among crime laboratory directors; to promote, encourage and maintain the highest standards of practice in the field of crime laboratory services; to promote an increase in the effective utilization of crime laboratory services; and to strive for the suitable and proper accomplishment of any purpose herein set forth or any objective of a professional association.

SECTION 2

The Corporation is not organized, nor will it be operated for pecuniary profit and shall not declare or make dividends or other financial distribution to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the purposes set forth in Section 1 hereof.

ARTICLE III -- OFFICES

The registered corporate office of the Corporation shall be in the District of Columbia. Executive headquarters and business offices may be established in such city and cities of the United States and elsewhere as the Board of Directors may from time to time determine.

ARTICLE IV -- MEMBERSHIP

SECTION 1. REGULAR MEMBERSHIP

Membership in the Corporation is open to all individuals whose major duties include the management or direction within a crime laboratory, a branch crime laboratory, or a crime laboratory system. The "crime laboratory" is defined as a laboratory, which employs one or more full-time scientists whose principal function is the examination (i.e., testing or calibration) of digital or physical evidence, for law enforcement agencies in criminal matters and who provide testimony with respect to such digital or physical evidence to the criminal justice system. A "crime laboratory system" is defined as a business, corporation, agency or division thereof with overall responsibility to manage and/or administer a group of two or more crime laboratories serving geographical subdivisions of a service area.

Each laboratory director who was a member of this Corporation's predecessor unincorporated association at the date of incorporation of the Corporation shall be considered a member of the Corporation. Additional members may be accepted by the Board of Directors after receipt of a letter of application by the Corporation and verification of eligibility by the Membership Committee. The letter of application shall (i) contain payment of an application fee, which will be the same amount as the annual dues assessment and which will be applied to the current year's dues if membership is conferred; (ii) state the name, address, position, education and experience of the applicant; (iii) an organizational chart with the applicant's place in it clearly marked; and (iv) include two sponsor forms from existing members of the Corporation. For applicants who

are not the Director of their crime laboratory, the Director must indicate awareness and approval of the application by providing one of the sponsor forms (if the Director is a member of the Corporation), or by signing the approval line on the application.

SECTION 2. PROCESSING SCHEDULES

Membership

All year	Receipt of applications
February 1	Deadline for applications to be considered at next annual meeting
At least 30 days prior to annual meeting	Applicant list published on ASCLD website
Annual Meeting	Voting by Board of Directors

Regular, Retired, Academic Affiliate Dues

April 1	Deadline for current dues payment
After April 1	Late penalty added to dues amount

SECTION 3. RESIGNATION

- a. Any member may resign from membership in the Corporation by giving written notice to either the Board of Directors, the President, or the Secretary.
- b. Regular and Academic Affiliate Members must affirm as requested on the annual dues notice that he/she remains eligible for membership under this Article; failure to do so will be considered a resignation from the Corporation.

SECTION 4. REMOVAL OF MEMBERS

- a. The Board of Directors may remove any person from membership for failure to pay the annual dues assessment within that calendar year. Any member so removed may petition the Board of Directors for reinstatement to membership upon payment of all delinquent dues.
- b. A member may be removed from membership for cause by action of the Board of Directors. Such member may appeal the action of the Board of Directors to the membership at the next annual meeting of the Corporation. The membership may overrule the action of the Board of Directors by a two-thirds majority of those members present and voting.
- c. A member may be removed by action of the Board of Directors whenever the member fails to meet the eligibility requirements set forth in this article.

SECTION 5. EMERITUS AND HONORARY MEMBERSHIP

- a. The Board of Directors may confer Emeritus and Honorary Memberships on those deemed eligible for such status. A nomination letter describing the nominee's contributions plus two letters of recommendation from current ASCLD members in good standing are required.
- b. Emeritus Membership may be conferred upon previous members who no longer meet the criteria for regular membership and have rendered distinguished service to the Corporation.
- c. Honorary Membership may be conferred upon persons in recognition of distinguished meritorious service to Forensic Science.
- d. Emeritus and Honorary members shall have all rights and privileges of regular members except voting and shall have no dues obligations.
- e. If the status of an Emeritus member changes such that the individual meets the requirements for Voting Membership, voting rights may be restored by action of the Board of Directors. Emeritus members for whom voting rights have been restored shall still enjoy all rights and privileges of Emeritus status.

SECTION 6. RETIRED AND ACADEMIC AFFILIATE MEMBERSHIP

- a. The Board of Directors may confer Retired and Academic Affiliate Memberships upon those deemed eligible for such status.
- b. Retired membership may be conferred upon application by individuals who have been regular or academic affiliate members in good standing and who are no longer eligible for regular or academic affiliate membership under Article IV, Section 1 or this section for reasons such as retirement, change in responsibilities, or promotion.
- c. Academic Affiliate Membership may be conferred upon application by individuals who are Educators and/or Instructors of Forensic Science currently employed by an Institution of Higher Learning or Public Law Enforcement Training Academy and whose membership will promote the accomplishment of the Society's purpose as stated in Article II of these Bylaws.
- d. Retired Members and Academic Affiliate Members shall have all rights and privileges of regular members, except serving on the Board of Directors and voting.
- e. Dues of Retired and/or Academic Affiliate Members may be set at a different amount than Regular Members in accordance with Article VI of these Bylaws.
- f. The Membership Committee Chair will prepare special applications for the Retired and Academic Affiliate Membership categories.

SECTION 7. VOTING

Each regular member shall have one vote and unless otherwise specified herein or under the applicable laws of the District of Columbia, voting on all matters may be conducted by mail in accordance with Article IX hereof. A member may designate for any particular meeting function, or time period, any member of their crime laboratory organization to serve a proxy vote by letter delivered to the presiding officer. Each such representative shall have only one vote regardless of the number of members represented.

SECTION 8. MEMBERSHIP LIST

The Corporation shall keep and make available to the Board of Directors a membership list in which the names and addresses of all current members shall be inscribed.

ARTICLE V -- MEETINGS

SECTION 1. ANNUAL MEETING

The first regular meeting of the Calendar year of the members shall be the annual meeting of the Corporation. The Corporation shall be required to mail a notice of the time, date and place of the annual meeting to each member at least sixty (60) days prior to the annual meeting.

SECTION 2. SPECIAL MEETINGS

Special meetings of the members may be held upon the written request of two-thirds of the Directors. The Secretary of the Corporation shall be required to mail a notice of the time, date, place and purpose of such special meeting to each member at least thirty (30) days but not more than ninety (90) days prior to such special meeting.

SECTION 3. QUORUM

At any annual or special meeting, a quorum for the conduct of business of the Corporation shall consist of fifty members eligible to vote as of the date of the meeting.

ARTICLE VI -- DUES

SECTION 1. ANNUAL DUES PAYABLE

An annual dues assessment, payable to the Treasurer of the Corporation, will be due and payable on or before January 1 of each year.

SECTION 2. DETERMINATION OF ANNUAL DUES

The Board of Directors shall determine the amount of the annual dues assessment for the forthcoming year at the annual meeting.

ARTICLE VII -- BOARD OF DIRECTORS

SECTION 1. GENERAL

Except for those matters expressly reserved to the Members by statute, the Articles of Incorporation, or these Bylaws, the business affairs of the Corporation shall be managed by a Board of Directors to be elected by the Members in the manner provided by Section 3 of Article VII. The Board of Directors may, at any business meeting, submit unresolved or controversial questions to the voting membership-

The Board of Directors is authorized to act in the name of the Corporation in all matters not expressly reserved to the Members.

SECTION 2. ELIGIBILITY & COMPOSITION

Eligibility for nomination* and election to the Board of Directors includes the following four requirements:

- ASCLD Regular Membership for 3 years
- Attendance at two ASCLD Symposia as a Regular Member
- Volunteer service on one committee or at one event
- Work for an accredited laboratory (*effective by end of 2020)

The Board of Directors shall consist of twelve (12) regular Directors, elected from the regular members of the Corporation. In addition, there shall be, two (2) non-voting ex-officio Directors, one (1) who shall be the Executive Director of the Corporation and one (1) who shall be the immediate past President of the Corporation. If the immediate past President of the Corporation has not completed their full four-year term of service on the Board of Directors at the completion of their term as President, they shall retain their voting rights for their full four-year term. No two regular Directors of the Board of Directors shall be from the same business, corporation or agency.

Any Director who has completed a full term may not stand for election to the Board within two years of the completion of that term. Upon election, each Director shall immediately enter upon the performance of his or her duties and continue in office for his or her elected term (or until resignation, death or removal) and until a successor is elected and qualified. A Director who during his or her term, moves from one business, corporation or agency to another shall automatically and without any action of the membership or the Board of Directors, become a "Member-at-Large" of the Board of Directors provided that he or she remains otherwise eligible for regular membership in the Corporation. As a "Member-at-Large", the director shall be allowed to complete his or her term of service.

SECTION 3. TERM AND ELECTION

A five-member Nominating Committee shall serve for each election. The President shall appoint a member of the Board of Directors as the Committee Chair, who will form a Nominating Committee using any current Board of Directors Members and up to three members not currently serving on the Board of Directors. This Committee must nominate annually at least one more candidate than the projected vacant positions on the Board of Directors. There shall be no numerical restriction against further nominations from the floor. In the event that two or more members of the same business, corporation or agency receive a sufficient number of votes to cause them to be eligible for the Board of Directors, only the member receiving the larger number of votes shall be elected to the Board of Directors. In the event two or more such nominees receive the same number of votes, a runoff election shall be held.

At each annual meeting, each Director elected to succeed a Director whose term has expired shall serve for a four (4) year period.

The Board of Directors shall consist of twelve (12) voting members who shall each serve a four (4) year period.

Immediately following each annual meeting, the newly elected President of the Corporation shall assume the duties of President. The Board of Directors shall elect by majority vote, from among its members meeting the qualifications as specified in Section 2 above, the following additional officers of the Corporation: President-Elect, Secretary, and Treasurer. The new Directors and Officers will thereupon immediately assume their duties and serve until the next annual meeting. Officers may be re-elected and succeed themselves in office.

SECTION 4. VACANCIES

Any vacancy that may occur on the Board of Directors by reason of death, resignation or otherwise, shall be filled by a majority vote of the current Board of Directors. At that time, an election shall be held to fill the remaining term, if any, of the position vacated.

SECTION 5. VOTING

Each Director shall have one vote, and unless otherwise required by statute, the Articles of Incorporation or these Bylaws, the vote of a majority of the Directors at any meeting at which a quorum is present shall constitute the action of the Directors and may be represented as such for all purposes. Directors may vote by written proxy but only if such proxy is given to another director prior to the meeting at which it is to be used.

SECTION 6. QUORUM

The presence, in person, of at least fifty percent (50%) of the directors, shall constitute a quorum necessary to conduct all business of the Board of Directors.

SECTION 7. WRITTEN CONSENT

Any action required to be taken at a meeting of the directors may be taken without a meeting if notification is sent to all directors, setting forth the action to be taken and consent in writing (including e-mail) is received from a majority of the directors entitled to vote. Such written consent shall have the same force and effect as a majority vote of the Board of Directors at a regularly scheduled meeting.

SECTION 8. MEETINGS

Board of Director's meetings may be called at any time, upon fourteen (14) days' notice (oral or written) by the President of the Corporation.

All meetings of the Board of Directors will be open to the general membership.

The Board of Directors may, upon majority vote of the Board of Directors, meet in executive session during a meeting for the purposes described below, but not limited to, without the presence of persons who are not members of the Board of Directors or anyone whose presence may present a conflict of interest or otherwise compromise the Board of Directors consideration of such matter.

- Discussions regarding allegations of ethical violations;
- The medical, financial, credit or employment history of a particular person or corporations, or matters leading to the appointment, employment, promotion, demotion, discipline, suspension, dismissal or removal of a particular person or corporations;
- Discussions regarding proposed, pending, or current litigation.

Attendance at an executive session shall be permitted to any member of the Board of Directors and any other persons authorized by the Board of Directors. Minutes shall be taken at executive sessions of any action that is taken by formal vote which shall consist of a record or summary of the final determination of such action, and the date and vote thereon.

It shall be the duty of the President of the Corporation to preside at all meetings of the Corporation and of the Board of Directors and to perform all other duties of the office of Chair as usually understood. The President-Elect shall, in the event of the absence or disability of the Chair, assume all of the duties of the Chair.

ARTICLE VIII -- OFFICERS AND PERSONNEL

SECTION 1. OFFICERS

The officers of the Corporation shall be a President, a President-Elect, a Secretary and a Treasurer, elected as provided by Section 3 of Article VII. There may be such other officers as may be designated from time to time by the Board of Directors.

SECTION 2. PRESIDENT

The President is the chief executive officer of the Corporation and shall exercise such powers and perform such duties as may be designated from time to time by the Board of Directors.

SECTION 3. PRESIDENT-ELECT

The President-Elect shall perform such duties as may from time to time be assigned to him or her by the Board of Directors. In the absence of the President, the President-Elect shall perform all the duties and functions of President. Immediately following each annual meeting, the President-Elect shall assume the duties of Chair of the Board of Directors and President of the Corporation.

SECTION 4. SECRETARY

The Secretary shall record the minutes of the meetings of the Corporation and the Board of Directors and perform such other duties as may from time to time be assigned by the Board of Directors.

SECTION 5. TREASURER

The Treasurer shall prepare the annual budget and be responsible for the accuracy of the books of the Corporation and pay all bills authorized by the Board of Directors. The Treasurer shall also perform such other duties as may from time to time be assigned by the Board of Directors.

SECTION 6. EXECUTIVE DIRECTOR

The Board of Directors may employ an Executive Director. The Executive Director will provide administrative support to the Board of Directors and will serve at the pleasure of the Board of Directors. The Executive Director shall manage the daily business of the Corporation, including, but not limited to, processing of all materials associated with committees, maintenance of records, coordination of meetings, and maintenance of financial and budgetary records, newsletter and website publications, and the oversight of any administrative staff. The Executive Director serves as an ex-officio member of the Board of Directors and acts as a liaison between the Board of Directors and the governmental and private communities.

ARTICLE IX -- MAIL OR ELECTRONIC VOTE

Whenever in the judgment of the Board of Directors, any question shall arise which shall be put to a vote of the Members and when the directors deem it inexpedient to call a special meeting for such purpose, the directors may, unless otherwise required by statute, the Articles of Incorporation or these Bylaws, submit such matters to Members in writing by mail or electronically for vote and decision, and the question thus presented shall be determined according to a simple majority (or a higher percentage if required by statute, the Articles of Incorporation or these Bylaws) of the votes received by mail or electronically within two (2) weeks after such submission to the members, provided that, in each case, votes of at least one-half of the total number of Members shall be received. Any and all action taken or omitted to be taken pursuant to a simple majority vote (or higher vote if required) in each such case shall be binding upon the Corporation and as against each Member thereof.

ARTICLE X -- COMMITTEES

Committees may be established as the President of the Corporation determines. The President shall have power to appoint any committee that may be necessary for the proper conduct of the business of the corporation and shall be a member (ex officio) of all such committees.

ARTICLE XI -- INSIGNIA

The Corporation has adopted an official seal which is tricolored: a purple circle that represents justice, surrounded by an outer blue circle that represents truth, and two gold circles representing science, one between the blue and purple and the other surrounding the blue circle. The acronym, ASCLD, is in the inner circle in the shape of a triangle with the points representing the fields of forensic science: medicine, science, and law. The Corporation's name, AMERICAN SOCIETY OF CRIME LABORATORY DIRECTORS, is displayed in gold letters in the outer blue circle along with three gold stars that symbolize the branches of government served: federal, state and local agencies.

ARTICLE XII -- AMENDMENTS

The Bylaws may be amended, repealed or altered, in whole or in part, by (i) sixty percent (60%) vote of the Members present at any duly called meetings of the Corporation at which a quorum is present, provided the proposed change is submitted by mail to the last recorded address of each member at least thirty (30) days before the time of the meeting which is to consider the change or

(ii) a sixty percent (60%) vote of all members if voting is by mail in accordance with Article IX of these Bylaws.

ARTICLE XIII -- DISSOLUTION

Dissolution of the Corporation shall take place in accordance with Section 29-1047(a) of the District of Columbia Code, or any successor provision thereto. After payment of, or provision for, all liabilities, all net assets should be distributed to the Forensic Sciences Foundation, Inc. or such persons, societies, organizations or domestic or foreign corporations operating for similar scientific purposes as specified in a plan of distribution adopted in accordance with Section 29-1049(a) of the District of Columbia Code, or any successor provision thereto.