



**International Forensic Entomology
Detection Canine Association**



IFEDCA Bylaws

ARTICLE I OFFICES

The principal office of the Corporation shall be located in the City of Toms River, New Jersey. The Corporation may also have offices at such other places within or outside the state of New Jersey as determined by the Board of Directors.

ARTICLE II MEMBERSHIP

Section 1.

- a) The primary purpose of the Association is to serve the forensic entomology detection canine industry by providing leadership, representation, and unique services. To effectuate this, the Association will strive to achieve at senior management levels a community of business interests in this industry. The qualifications for membership in the Association, set forth below, shall be broadly interpreted to accomplish this objective.
- b) There are two classes of membership. The first shall be known as active members and shall have voting rights. The second shall be known as associate members and shall have no voting rights. The word "member," as hereinafter used in the Bylaws, shall mean active or voting members; the word "member" shall not mean associate members unless so indicated.
- c) Any organization in the world shall be eligible for active membership in this association if, as its principal business, it is involved in the canine detection industry or has been designated by the board of directors.
- d) Any organization in the world shall be eligible for associate membership in this association which does not qualify for active membership but which has business relationships important to the industries served by this association.

Section 2.

Incorporators. The persons signing the Certificate of Incorporation as Incorporators shall be the first members of the Association, unless they shall have resigned as such members or unless membership shall otherwise have been terminated. Thereafter, the eligibility and qualifications for membership and the manner of admission into membership shall be prescribed by resolutions duly adopted by the Board of Directors of the Association or by such rules and regulations as may be prescribed by the Board of Directors. All such resolutions or rules and regulations relating to members adopted by the Board of Directors of the Association shall be affixed to the By-Laws of the Association, and shall be deemed to be a part thereof. Such resolutions or rules and regulations adopted by the Board of Directors may prescribe, with respect to all members, the amount and manner of imposing and collecting any initiation fees, dues or other fees, assessments, fines and penalties, the manner of suspension or termination of membership, and for reinstatement of membership, and, except as may hereinafter otherwise be provided, the rights, liabilities and other incidents of membership.

Section 3.

Rights of Interest. The right or interest of a member shall not terminate except upon the happening of any of the following events: death, resignation, expulsion, dissolution or liquidation of the corporation.

Section 4.

Application for Membership. Any corporation or other business entity eligible for active or associate membership in the Association may submit an application for membership to an office of the Association. Such application shall be made on a form approved by the Board of Directors of the Association. Membership dues will be billed annually and due upon receipt of invoice, unless a written resignation has been received within 30 days of renewal.

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Section 5.

Admission to Membership. An application for active or associate membership in the Association shall, as soon as practicable, be considered and voted upon by the Board of Directors. If an application receives an affirmative vote of a majority of the Board of Directors, the applicant shall become a member of the Association and shall be so notified in writing.

Section 6.

- a) Meeting of Members. There shall be a regular annual meeting of the members of the Association on such date and at such time and place as may be designated by the Chairman or the Board of Directors.
- b) Special meetings of the members may be called at any time by the Chairman or the Board of Directors. Any annual or special meeting of members may be held at such place within or outside the state of New Jersey, as the Board of Directors

- of the association may from time to time fix. In the event the Board of Directors shall fail to fix such place or time, or in the event members are entitled to call or convene a special meeting in accordance with law, then, in such event, such meetings shall be held at the principal office of the Association.
- c) At all meetings of members, and with respect to all matters submitted to the membership for action or approval, each member shall be entitled to cast one vote. Any member who shall be in arrears in the payment of dues shall not be entitled to vote as a member.
- d) At each annual meeting of the members, the Board of Directors shall present an Annual Report. Such reports shall be filed with the records of the Corporation and entered in the minutes of the proceedings of such annual meeting of members.
- e) Meetings of the members shall be presided over by the following officers, in order of seniority - - the Chairman of the Board, Vice Chairman of the Board, President, Executive Vice-President, Vice-President or, if none of the foregoing are in office or present at the meeting, by a Chairman to be chosen by a majority of the members in attendance. The Secretary or an Assistant Secretary of the Association shall act as Secretary of every meeting. When neither the Secretary nor an Assistant Secretary is available, the Chairman may appoint a Secretary of the meeting.
- f) The Order of business at all meetings of members shall be as follows:
- Roll Call
 - Reading of the Minutes of the Preceding Meeting
 - Report of Standing Committees
 - Officers' Reports
 - Old Business
 - New Business
- g) Annual or special meeting of members may be called by the Board of Directors or by any officer of the Association instructed to do so by the Board of Directors, except to the extent that Directors may be required by law to call a meeting, and shall be called by the Secretary on behalf of the members, when required to do so by law.
- h) Written or Electronic notices stating the place, day and hour of the meeting shall be given for all meetings. Such notice shall state the person or persons calling the meeting. Notice for an annual meeting shall state that the meeting is being called for the transaction of such business as may properly come before the meeting. Notices of special meetings shall state the purpose or purposes for which the meeting is called.
- i) Members may participate in any meeting in person, by telephone or by proxy.
- j) At every meeting of the members, there shall be presented a list or record of members as of the record date, certified by the officer responsible for its preparation. Such list shall be evidence of the right of the persons to vote at such meeting, and all persons who appear on such list or record may vote at such meeting.

Section 7.

- a) Voting rights. Every member may authorize another person to act for him by proxy in all matters in which a member may participate, including waiving notice

of a meeting. Every proxy shall be signed by the member or his attorney in fact and shall be revocable at the option of the member executing it, except as otherwise provided by law. No proxy shall be valid after the expiration of eleven months from its date, except as otherwise provided by law.

- b) The Directors may, but need not, appoint one or more inspectors to act at any meeting or any adjournment thereof. If inspectors are not appointed, the presiding officer of the meeting may, but need not, appoint inspectors. Each appointed inspector shall take and sign an oath faithfully to execute the duties of inspector with strict impartiality and according to the best of his ability.
- c) Except as provided by law, the members entitled to cast a majority of the total number of votes entitled to be cast at the meeting shall constitute a quorum at a meeting of the members for the transaction of any business. The members present may adjourn the meeting despite the absence of a quorum. Each membership shall entitle the holder thereof to one vote. In the election of directors, a plurality of the votes cast shall elect. Except to the extent provided by law, all other action shall be by a majority of the votes, cast, provided that the majority of the affirmative votes cast shall be at least equal to a quorum. Whenever the vote of members is required or permitted, such action may be taken without a meeting on the written consent setting forth the action taken signed by all the members entitled to vote.

Section 8.

- a) Membership Certificate. The Board of Directors may cause to issue certificates, cards or other instruments permitted by law evidencing membership in the Association. Such membership certificate, card or other instrument shall be non-transferable, and a statement to that effect shall be noted on certificate, card or instrument. Membership certificates, cards or other instruments, if issued shall bear the signatures or facsimile signatures of an officer or officers designated by the Board of Directors and may bear the seal of the Association or a facsimile thereof.
- b) In the event any capital contribution shall be made or accepted pursuant to authorization conferred by the Certificate of Incorporation of the Association, each certificate evidencing such capital contribution shall conform to the law of the State of Incorporation.

ARTICLE III BOARD OF DIRECTORS

Section 1.

- a) Board of Directors. The Association shall be managed by a Board of Directors. Each Director shall be at least 18 years of age and shall be a member of the Association during his directorship. The initial Board of Directors shall consist of a minimum of seven and a maximum of seventeen persons. Thereafter, the number of Directors constituting the entire Board shall be no less than seven. Subject to the foregoing, the number of Board of Directors may be fixed from time to time by action of the Directors. The number of Directors may be increased or decreased by action of the Board of Directors, provided that any action by the Board of Directors to affect such increase or decrease shall require

- the vote of a majority of the Board of Directors. No decrease shall shorten the term of any director then in office.
- b) The first Board of Directors shall consist of those persons elected by the Incorporators or named as the initial Board of Directors in the Certificate of Incorporation of the Association, and they shall hold office for a five year period. During the fifth year of operation, the Board of Directors will hold office until their successors have been duly elected and qualified. Directors will be nominated by the Executive Committee Members and the Executive Committee will cause to be sent to the voting membership the slate of nominees for review and vote. A write-in category will be included on the ballot. All ballots will be sent to the voting membership by mail, fax or other electronic means. Directors will be deemed duly elected with a majority of the returned ballots. Thereafter, at each annual meeting of members, the newly elected directors shall take office and hold said office until the expiration of the term for which he/she has been elected, and until his successor has been duly elected and qualified, or until his/her prior resignation or removal as hereinafter provided.
 - c) Any or all of the members of the Board of Directors may be removed with or without cause by vote of the members of the Association. The Board of Directors may remove any director thereof for cause only.
 - d) A director may resign at any time by giving written notice to the Board of Directors or to an officer of the Association. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board of Directors or such officer. Acceptance of such resignation shall not be necessary to make it effective.
 - e) Newly-created directors or vacancies in the Board of Directors may be filled by a vote of the majority of the Board of Directors then in office. Vacancies occurring by reason of the removal of Directors without cause shall be filled by a vote of the members. A Director elected to fill a vacancy caused by resignation, death, or removal shall be elected to hold office for the unexpired term of his/her predecessor.
 - f) A regular Annual Meeting of the Board of Directors shall be held immediately following the Annual Meeting of the Members. All other meetings shall be held at such time and place as shall be fixed by the Board of Directors from time to time.
 - g) No notice shall be required for regular meetings of the Board of Directors for which the time and place have been fixed. Special meetings may be called by or at the direction of the Chairman of the Board, the President, or by a majority of the directors then in office.
 - h) Written, oral, or any other method of notice of the time and place shall be given for special meetings of the Board of Directors in sufficient time for the convenient assembly of the Board of Directors. The notice of any meeting need not specify the purpose of such meeting. The requirement for furnishing notice of a meeting may be waived by any Director who signs a Waiver of Notice before or after the meeting or who attends the meeting without protesting the lack of notice to him.
 - i) The Chairman of the Board, if any, shall preside at all meetings of the Board of Directors. If there is no Chairman or in his absence, the President shall preside and, if there is no President or in his absence, any other Director chosen by the Board, shall preside.
 - j) Whenever the Board of Directors shall consist of more than three persons, the Board of Directors may designate from their number, an executive committee and other standing committees. Such committees shall have such authority as the Board of Directors may delegate, except to the extent prohibited by law. In addition, the Board of Directors may establish special committees for any lawful

purpose, which may have such powers as the Board of Directors may lawfully delegate.

- k) A class of Board Members known as Honorary Board Members may be designated by the Board of Directors. Honorary Board Members will not be true members of the Board of Directors and will be entitled only to the following privileges: Honorary Board Members have the right to attend board meetings, by invitation; membership dues shall be waived during their term as Honorary Board Members; Honorary Board Members are entitled to discount conference fees and have the right to wear badges. The term of membership of the Honorary Board Member may be extended or reduced by majority vote.

ARTICLE IV OFFICERS

Section 1.

- a) The Board of Directors may elect or appoint a Chairman of the Board of Directors, a President, one or more Vice-Presidents, a Secretary, one or more Assistant Secretaries, a Treasurer, one or more Assistant Treasurers, and such other officers as they may determine. The President will be the Executive Director. Any two or more offices may be held by the same person except the office of President and Secretary.
- b) Each officer shall hold office until the Annual Meeting of the Board of Directors during the third year of operation, and until his successor has been duly elected and qualifies. The Board of Directors may remove any officer with or without cause at any time.
- c) The President shall be the Chief Executive Officer of the Association, shall have the responsibility for the general management of the affairs of the Association, and shall carry out the resolutions of the Board of Directors.
- d) During the absence or disability of the President of the Association, the Vice President, or if there is more than one, the Executive Vice-President shall have all the powers and functions of the President. The Vice-President shall perform such duties as may be prescribed by the Board of Directors from time to time.
- e) The Treasurer shall have the care and custody of all of the funds and securities of the Association, and shall deposit said funds in the name of the Corporation in such bank accounts as authorized by the Board of Directors, sign and execute all contracts in the name of the Corporation when counter-signed by the President; he may also sign checks, drafts, notes and orders for the payment of money, which shall have been duly authorized by the Board of Directors and counter-signed by the President.
- f) The Secretary shall keep minutes of the Board of Directors and the minutes of the members. He shall have custody of the seal of the Association, and shall affix and attest the same to documents duly authorized by the Board of Directors, and shall have charge of all books and records of the Association.

ARTICLE V
MISCELLANEOUS

Section 1.

- a) The Association shall keep at the principal office of the Association, complete and correct records and books of accounts, and shall keep minutes of the proceedings of the members, the Board of Directors, or any committee appointed by the Board of Directors, as well as a list or record containing the names and addresses of all members.
- b) Association financial statements shall be provided to each Director at least quarterly.
- c) The fiscal year of the Association shall be fixed by the Board of Directors from time to time, subject to applicable law.
- d) All ByLaws of the Association shall be subject to alteration or repeal, and new ByLaws may be made, by a majority vote of the members entitled to vote in the election of Directors at a special meeting of the members called for such purpose.
- e) The Board of Directors shall have the power to make, alter or repeal, from time to time, ByLaws of the Association, except that the Board may not amend or repeal any ByLaw in which control thereof is vested exclusively in the members. If any ByLaw regulating an impending election of Directors is adopted, amended or repealed by the Board, there shall be set forth in the notice of the next meeting of the members for the election of Directors, the ByLaw so made, amended or repealed, together with a concise statement of the changes made.



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