

AMENDED OCTOBER, 2009

**BY-LAWS
OF
INTERNATIONAL ASSOCIATION OF ARSON INVESTIGATORS
FLORIDA CHAPTER**

ARTICLE I

The name of the corporation shall be International Association of Arson Investigators, Inc., Florida Chapter, herein referred to as "The Association".

ARTICLE II

The principal office of The Association shall be the office and/or residence of the Secretary serving at the time of filing and thereafter at the office and/or residence of the Secretary currently serving, or as may later be designated by The Association.

ARTICLE III

The purposes for which The Association is formed are as follows:

A. For the professional association, support and training of fire investigators and other related professionals, to further the prevention, investigation and prosecution of arson and related crimes.

B. For the transaction of business of any one or more lawful purposes not for pecuniary profit.

ARTICLE IV

Section 1 - Annual Meeting.

The membership shall hold an annual meeting each year at such place as may be designated by the Board of Directors. The date, time and place set by the Board of Directors shall be sent to all members, offices and directors of The Association at least thirty (30) days prior to the date of the meeting by mail or other alternative means, including but not limited to email, facsimile, posting on the Chapter's web site, or any other method authorized by the Board of Directors in order to facilitate the timely business operations.

Section 2 - Special meetings of the General Membership.

Special meetings of the general membership may be called at any time by the President or First Vice-President upon the request of any two (2) members of the Board of Directors, or upon receipt of a written request for such meeting sent and signed by ONE THIRD (1/3) of the general membership. Written notice of such meeting stating the date, time, place and reason for such meeting shall be sent to all members, officers and directors of The Association not less than fifteen (15) days before such meeting by mail or other alternative means, including but not limited to email, facsimile, posting on the Chapter's web site, or any other method authorized by the Board of Directors in order to facilitate the timely business operations.

Section 3 - Quorum.

At any meeting of The Association, other than an executive meeting of the officers or directors, at least fifteen (15) active members there present, in person, shall be necessary to constitute a quorum for all purposes. The act of the majority of those active members present at which there is a quorum shall be the act of the entire membership, except as may be otherwise provided for by statute or by the charter of The Association. In the absence of a quorum, a meeting may be adjourned by the vote of a majority of the active members there present without notice other than by announcement at the meeting and without further notice to the absent members.

Section 4 - Voting Rights.

At any meeting of The Association other than an executive meeting of the officers or directors, each active member there present shall be entitled to vote on all issues requiring a decision of The Association. The vote for Directors and, upon demand of any active member, any other question requiring a decision at the meeting, shall be by written ballot. All other decisions may be made by voice vote or by a showing of hands of those active members there present.

Section 5 - Active Membership

Any representative of government or a government agency or any representative of a business or industrial concern who, at the time of application, is not less than 21 years of age and is engaged in some phase of the suppression of arson and provided that such person is an active member of the IAAI.

Section 6 - Associate Membership

Those persons not qualified for active membership who possess the personal qualifications consistent with those stated in the application for membership and have been approved by the membership committee. Associate members shall have the privileges of an

active member, except voting and holding office. The Chapter may, by majority vote of active members present, exclude associate members from any particular business meeting.

Section 7 – Life Membership

Any individual whose personal or professional activities have significantly contributed to the advancement of fire or explosion investigation shall be deemed eligible for Life Membership. Life Members shall not be required to pay annual dues not attend regular membership meetings to maintain such status.

Section 8 - Retired Membership

Shall be limited to former members who have been members in good standing for a consecutive period of at least two years prior to their retirement from active employment in some phase of fire or explosion investigation. No retired member shall be eligible to retain this distinction or be privileged to attend the meetings of the association if, he/she becomes associated with any business in any capacity conflicting with the qualifications and objectives set forth for membership and participation in the organization. No retired member shall be eligible to vote or hold office.

Section 9 – Termination of membership/expulsion

Any Member who has engaged in conduct prejudicial to the interests and objectives of the Association; or who has engaged in unethical or unprofessional conduct; or who has been convicted of any illegal or criminal activities under state or federal law; or who has been reprimanded, suspended, terminated or subject to civil, criminal or administrative proceedings relating to professional licensure or employment servicing as the basis for eligibility under the membership criteria set forth in these Bylaws; shall be subject to termination of membership/expulsion upon three-fourths vote of the Board of Directors at any time. Any member terminated or expelled under this provision shall not be eligible for reinstatement to membership for a period of at least two years and may only be reinstated by unanimous approval by the Board of Directors.

ARTICLE V

Board of Directors

Section 1

The general management of the affairs of The Association shall be vested in the Board of Directors.

Section 2 - Officers

The Officers of The Association shall be the President, First Vice-President, Second Vice-President, Secretary and Treasurer.

Section 3 - Number of Board Members

The Board of Directors shall consist of the Officers and eight (8) other active members of The Association, and shall include the following positions:

- A. President
- B. First Vice-President
- C. Second Vice-President
- D. Secretary
- E. Treasurer
- F. Northwest Regional Director
- G. Northeast Regional Director
- H. Central West Regional Director
- I. Central East Regional Director
- J. Southwest Regional Director
- K. Southeast Regional Director
- L. The Most Recent Past President
- M. Sgt. at Arms/Parliamentarian (appointed by Board as non-voting position)

This number may be changed as may be deemed necessary by the general membership by amendment of these By-Laws in the manner herein provided.

Section 4 - Election of Board of Directors

- A. The President shall appoint a nominating committee at least three (3) months prior to the annual meeting who shall propose a slate of Board Members of the Association to be elected at the annual meeting. The nominating committee shall consist of no less than

three (3) active members of The Association, one of whom shall be the First Vice President. Nominations may also be made in writing during a period of time and in a manner prescribed by the Board of Directors.

The nominating committee shall report to the Board for approval of candidates who may stand for election. The Board of Directors will arrange for printed ballots listing all qualified candidates in an order selected at random.

B. At all elections for members of the Board of Directors, all active members in good standing may cast their votes for such Officers/Directors. Active members who wish to vote by mail may request a ballot and do so prior to the Annual Meeting in a manner prescribed by the Board of Directors.

C. No active member in good standing may hold the office of President, First Vice-President or Second Vice-President until such time as they have served as a Secretary, Treasurer or Regional Director for a period of not less than two (2) years.

Section 5 - Term of Office.

Officers shall be elected by the active members of The Association by ballot at the annual meeting of The Association in odd numbered years. Officers shall serve for a term of two years or until election of their respective successors. The election of Regional Directors shall be staggered with the election of the East in odd numbered years and the election of the West in even numbered years. Directors shall be elected to a term of two (2) years or until election of their respective successors.

Section 6 - Vacancies in Office.

Should the office of the President become vacant by reason of termination or resignation during the term of office, the First Vice-President shall succeed to the office for the unexpired term. Vacancies in all other elected offices shall be filled for the unexpired term by majority vote of the Board of Directors.

Section 7 - Duties of Board Members.

A. President. It shall be the duty of the President as the Chief Executive Officer to reside at all meetings of the members, Board of Directors, and any executive committee. He or she shall have the power to appoint the Chairman of all committees which may be necessary for the conduct of the organization's business. He or she shall call all regular and special meetings when deemed necessary and when called for. He or she shall have the power to sign all contracts and any other obligations on behalf of The Association approved by the Board of Directors. He or she shall be authorized to sign checks on The Association bank account. In addition, he or she shall have and perform such other duties as may be delegated to him or her by the Board of Directors. He or she shall appoint an

audit committee each year to thoroughly review the books and financial status of The Association. This committee shall be made up of three (3) members in good standing and shall not include the President, First Vice-President, Secretary or Treasurer. The report of this committee shall be provided to each member of the Board of Directors and any member in good standing requesting such report.

B. First Vice-President. The First Vice-President shall act for the President in his or her absence. He or she shall be empowered to sign checks on The Association's account in his or her absence, along with the Treasurer. He or she shall serve on all committees in the absence of the President.

C. Second Vice-President. The Second Vice-President shall act in the absence of the President and First Vice-President. In the absence of the Secretary, he or she shall record the minutes of the Board of Directors. The Second Vice-President shall be the Chair for the Annual Conference Committee and shall have the power to appoint up to three (3) additional members to assist with the planning and implementation of the annual conference.

D. Secretary. The Secretary shall take and keep the minutes of all meetings of the membership and Board of Directors. He or she shall furnish a copy of the minutes to the Board of Directors within twenty (20) days after each meeting and shall be custodian of all records and papers of The Association. The Secretary shall further handle all necessary correspondence of The Association as directed by the Board of Directors. The Secretary shall further handle all necessary correspondence of The Association as directed by the Board of Directors. The Secretary shall be the Chair of the Membership Committee and shall have the power to appoint up to two (2) additional members to assist with maintaining and/or notifying the Chapter membership.

E. Treasurer. The Treasurer shall receive and deposit all funds in the name of The Association in a bank or other savings institution as directed by the Board of Directors. He or she shall sign checks for the disbursement of funds with the counter-signature of the President or the First Vice-President when required. Current financial records shall be kept at all times and reports on the financial status of The Association shall be submitted at all meetings of the Board of Directors and membership. Copies of the financial reports shall be provided to each member of the Board of Directors. The books of The Association shall be delivered to his or her successor, duly audited, immediately following the termination of the office or the appointment of a new Treasurer. The Treasurer shall be bonded by a properly licensed bonding agency in the amount deemed necessary by the voting members of the Board of Directors within twenty (20) days of assuming office and shall remain so bonded for the duration of his or her term.

F. Directors. Directors shall reside and represent the members in his or her geographic region. Each of the following regions shall be represented by one (1) Director.

Northwest	Northeast
Central West	Central East
Southwest	Southeast

Directors shall conduct at least one (1) training conference in his or her region each year except for good cause shown as determined by the Board of Directors. Each training conference shall consist of at least one (1) day of fire investigation related training. Dates for each training conference shall be coordinated with the President to avoid scheduling conflicts and other potential problems. Notice of such training conferences shall be made to the membership no less than thirty (30) days prior to each such conference by mail or other alternative means, including but not limited to email, facsimile, posting on the Chapter's web site, or any other method authorized by the Board of Directors in order to facilitate the timely business operations.

- G. Sgt. at Arms/Parliamentarian. Shall maintain order at the meetings in accordance with Robert's Rules and be witness to the integrity of the election process.

Section 8 - Duties and Powers of Board Members.

The Board of Directors shall have the authority to:

- A. Hold meetings at such times and places as may be deemed proper and necessary.
- B. Admit, expel or suspend members.
- C. Appoint committees comprised of members of the Board or the membership of The Association.
- D. Receive and disburse the funds of The Association.
- E. Print and distribute documents and articles.
- F. Communicate and interact with other associations having the same or similar interests.
- G. Employ agents.
- H. Devise and carry into execution such other measures as it deems proper and expedient to promote the goals of The Association and protect the interest and welfare of the members.

- I. Remove any or all of the Board Members of The Association with due cause prior to the termination date of such office.
- J. Elect substitute Board Members in the event any Board Member resigns or is removed from office prior to the termination date of such office.
- K. Terminate any contract of any firm, individual, or other entity employed by The Association to perform any and all nature of services to The Association.

Section 9 - Absence.

Should any member of the Board of Directors be absent without cause from three (3) consecutive meetings of the Board or without notifying the President or Secretary of good cause for doing so and such cause being accepted by the voting members of the Board, the member's seat on the Board may be declared vacant and the Board may vote to select a substitute Director from the membership of the organization to serve until the remainder of the unexpired term of the vacant seat.

Section 10 - Resignation.

Any Board Member may resign at any time by giving written notice of such resignation to the Board of Directors. Unless otherwise requested and approved by the remaining members of the Board of Directors, resignation shall be effective upon receipt.

Section 11 - Removal or Termination of Office.

Any one or more of the Officers or Directors may be removed with cause at any time by the Board of Directors by two-thirds majority vote of the remaining Board Members.

Section 12 - Delegation of Authority.

The Board of Directors may delegate authority to any executive committee to conduct the business of the organization in accordance with the policies prescribed by the Board of Directors.

Section 13 - Eligibility.

Only active members in good standing shall be qualified to become members of the Board of Directors as specified in Article IV § 5 and Article V § 4(c).

ARTICLE VI

Meetings of the Board of Directors

Section 1 - Annual Meeting.

The annual meeting of the Board of Directors shall be held prior to the annual membership meeting. The date, time, and place of such meeting shall be determined by the President and notice of such meeting shall be given to members of the Board of Directors no less than fifteen (15) days prior to such meeting being held by mail or other alternative means, including but not limited to email, facsimile, posting on the Chapter's web site, or any other method authorized by the Board of Directors in order to facilitate the timely business operations.

Section 2 - Special Meetings.

Special meetings of the Board of Directors may be called by the President or any two (2) members of the Board of directors or by the majority of the members of any executive committee that may be in existence at such time, for any specific purpose. Written notice of such meetings shall be given to each member of the Board of Directors stating the purpose of such meeting no less than fifteen (15) days prior to such meeting being held by mail or other alternative means, including but not limited to email, facsimile, posting on the Chapter's web site, or any other method authorized by the Board of Directors in order to facilitate the timely business operations.

Section 3 - Regular Meetings.

The Board of Directors shall hold regular meetings at times specified and agreed upon by them during each year. Written notice of such meetings shall be given each member of the Board of Directors no less than thirty (30) days prior to such meeting being held by mail or other alternative means, including but not limited to email, facsimile, posting on the Chapter's web site, or any other method authorized by the Board of Directors in order to facilitate the timely business operations. An agenda of the activities to be conducted and the topics to be discussed at such meetings shall be included in and attached to such notice.

Section 4 - Quorum, Voting.

A majority of the voting members of the Board of Directors shall constitute a quorum for the transaction of business. The affirmative vote of a majority of the voting members of the Board of Directors present shall be considered the act of the Board of Directors at any annual, special, or regular meeting.

Section 5 - Voting of Board Members

Each member of the Board of Directors, with the exception of the Sgt. at Arms/Parliamentarian, shall be entitled to cast one vote only at any meeting on any issue or

matter of business considered at such meeting. No member of the Board of Directors shall be entitled to vote at any meeting unless physically present at such meeting. For the purpose of this subsection, "present" shall include those members of the board who are physically present and any board member(s) participating by teleconference or electronic network as deemed necessary by the President.

ARTICLE VII

Operating Procedures and Authority

Section 1

The Board of Directors will have authority to approve expenditures and disburse funds from the general operating account in order to carry on the duly authorized business of The Association up to the amount of Five Thousand Dollars (\$5,000.00) for any single expenditure upon majority vote of the Board of Directors at any time. Any single expenditure in excess of Five Thousand Dollars (\$5,000.00) shall require prior authorization by majority vote of the active members at a regularly scheduled general membership meeting or in a manner prescribed by the Board of Directors.

Section 2

Dues shall be assessed and payable by each member on or before the date specified in the renewal notice. The amount of dues shall be established by the Board of Directors and may be amended upon three-fourths (3/4) vote of the Board of Directors at a regularly scheduled meeting of the Board of Directors.

ARTICLE VIII

By-Law or Charter Amendment

The By-Laws or Articles of Incorporation of this corporation may be amended, repealed or altered in whole or in part by a two-thirds majority vote at any duly organized meeting of the active members at which a quorum shall be present. Notice of the proposed change shall be sent to each member at least fifteen (15) days prior to the time and date of the meeting which is to consider and vote on such change or amendment by mail or other alternative means, including but not limited to email, facsimile, posting on the Chapter's web site, or any other method authorized by the Board of Directors in order to facilitate the timely business operations.

The proposed change or amendment to the By-Laws or the Articles of Incorporation shall, prior to notice being given of such meeting, be ratified and approved by the Board of Directors by a majority vote of the voting members present at such Board of Directors meeting.

Only those Board Members present as defined in Subsection 5 of Article VI may cast their vote on the action before the meeting. Upon approval and ratification of such amendment to the By-Laws or charter of The Association by the members as above set forth, the By-Laws committee shall thereupon proceed to prepare such amendment and see to the filing of any document with the proper governmental authority. Copies of such revised and amended By-laws or charter shall be given to any member upon request.

ARTICLE IX

The fiscal year of the corporation shall commence on January 1 of the year and terminate on December 31, of that same year.

ARTICLE X

Distribution of Assets

Upon dissolution, liquidation and winding up of The Association, the Board of Directors shall, after paying or making provision for payment of all the liabilities of The Association, dispose of all the assets of The Association exclusively for the purposes of The Association in such manner as the Board of Directors may determine. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of The Association is then located, exclusively for such purposes, or to such organization or organizations as such court shall determine.

ARTICLE XI

Indemnification

The Association may be empowered to indemnify any Officer or Director, or any former Officer or Director, by a majority vote of a quorum of members, who are not parties to such action, suit or proceeding, in the manner provided in §607.014 of the Florida Statutes, as amended. If such indemnification is authorized by the Board Members, the expenses incurred in defending such civil or criminal action, suit or proceeding may be paid by The Association in advance of the final disposition of such action, suit or proceeding in the manner described in subsection 5 of §607.014 of the Florida Statutes, as amended, upon receipt of an undertaking by or on behalf of the director, Officer, employee or agent to repay such amount in the event he or she is found to be not entitled to such indemnification.

ARTICLE XII

Contracts, Checks Deposit

Section I - Contracts. The Board of Directors may authorize any Officer or agent of The Association to enter into any contract or to execute and deliver any Instrument or document on behalf of the corporation, which authority may be general or specific.

Section II - Deposits. All funds received by The Association shall be deposited to the credit of The Association in a bank or other financial institution approved and authorized by the Directors.

Section III - Checks. All checks, drafts or any authorization for the payment of any notes, sums of money or other evidence of debt issued in the name of The Association shall be signed by such officers or agents as shall from time to time be designated and determined by the Board of Directors. All disbursement checks must be signed by either the President or the Treasurer for any disbursements up to Five thousand Dollars (\$5,000.00). All disbursement checks in excess of Five Thousand Dollars (\$5,000.00) must be signed by both the President and the Treasurer.

ARTICLE XIII

Records

The Association shall maintain accurate and current books and records and minutes of all the meetings of the members and Board of Directors, at the principal place of The Association. All such records may be inspected by any Director or member or the agent or attorney of either, or any proper person, at any reasonable time.

ARTICLE XIV

Non-Profit Status

The organization is organized exclusively for charitable, religious, educational, and/or scientific purposes under section 501(c) (3) of the Internal Revenue Code.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

No substantial part of the activities of the organization shall be the carrying on or propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c) (3) of the internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are tax deductible under section 170(c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code. Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c) of the Internal Revenue Code, or correspondence section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

DATED AND ADOPTED:

**INTERNATIONAL ASSOCIATION OF ARSON INVESTIGATORS, INC.,
FLORIDA CHAPTER**

By /s/MICHAELA D. SCHEIHING
President

Attest: By /s/ KERRY BARNETT
Secretary

(Date: October 21, 2009)

