

BYLAWS

AMERICAN BOARD OF MEDICOLEGAL DEATH INVESTIGATORS

ARTICLE I: PREAMBLE

1. Name: The name of this organization shall be the American Board of Medicolegal Death Investigators herein also referred to as the ABMDI. It is incorporated as a nonprofit organization in the State of Missouri.
2. Logo: The organization shall have a logo which shall identify the ABMDI.
3. Location of Office: The Corporation may have offices at such places as the Board of Directors may from time to time determine or the business of the corporation may require.
4. Dissolution: Should the Corporation be dissolved, the Board of Directors shall dispose of any assets remaining after all existing liabilities have been paid. Such assets shall be distributed in accordance with the Articles of Incorporation.

ARTICLE II: BOARD OF DIRECTORS

1. The affairs of the corporation shall be managed by the Board of Directors.
2. Members of the Board of Directors other than the officers and Immediate Past President are elected by the Board from current Advisory Council members.
3. The Board of Directors may keep the books of the corporation at the Corporate Office or at such other place as they may from time to time determine and as may be permitted by law.
4. The Board of Directors should consist of a minimum of seven (7) Board members. A candidate for the Board of Directors shall be a member of the Advisory Council for at least one year.
5. The Board of Directors shall serve for a term of three years, or for such other term not to exceed nine consecutive years.
6. Compensation of the Board of Directors: Board members or Officers, as such, shall not receive any stated salary or compensation. However, an Officer, Board of Director or Committee member may be reimbursed for reasonable expenses incurred in the performance of duties, provided the amount of such reimbursement is specific and approved in advance by the Board.

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ARTICLE III: EXECUTIVE COMMITTEE

1. The Board of Directors shall have an Executive Committee empowered to act for and on behalf of the Board on matters which require urgent action between meetings of the Board and to accomplish other specifically designated tasks. All actions taken by the Executive Committee shall be reported to the Board as soon as practicable. These actions shall be recorded in the minutes of the Board of the next annual meeting.
2. The Executive Committee shall consist of the four officers of the Board of Directors, the Immediate Past President, a n Advisory Committee member appointed by the President, one additional Board member and one alternate Board member to be elected annually by the Board of Directors. All members of the Executive Committee shall be elected by the Board of Directors by majority vote and serve for one year.
3. The President shall serve as the Chair of the Executive Committee.
4. A vacancy on the Executive Committee shall be filled by the alternate Board member who shall serve until the next annual meeting.

ARTICLE IV: CODE OF ETHICS AND CONDUCT

1. As a means to promote the highest quality of professional and personal conduct of its certifiants, the following constitutes the Code of Ethics and Conduct, which is endorsed and adhered to by the certifiants.
 - a. Certifiants shall refrain from providing any material misrepresentation of education, training, experience or fact and shall refrain from making statements which appear to represent the position of the ABMDI without specific authority first obtained in writing from the American Board of Medicolegal Death Investigators. In the event that a certificant violates any of the aforementioned conditions, the ABMDI may disqualify the individual from obtaining a Certificate; suspend such a Certificate; revoke such a Certificate; or require from surrender of such a Certificate-.
 - b. The certificant will not discuss the contents of the Registry and Board Certified examinations with anyone other than the Board of Directors or their representatives.
 - c. The certificant waives the right to application and any additional information requested by the ABMDI pertaining to adherence to the Code of Ethics and

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- d. The certificant shall hold the ABMDI, its officers, examiners, servants, and agents free from any claim, damage or liability by reason of action, they or any of them may take in respect to this application, including but not limited to, the failure of the ABMDI to issue a Certificate, or the suspension, revocation, or making of any demand for the surrender of an issued Certificate, or the removal of a certificant name from the list of persons certified.
2. The Ethics Committee shall formulate internal Rules and Procedures designed to facilitate the expeditious, fair, discreet, and impartial handling of all complaints or matters brought before it. The Rules and Procedures, and any subsequent deletions, additions or amendments thereto, shall be subject to the approval of the Board of Directors.

ARTICLE V: MEETINGS OF THE BOARD

1. The annual meeting of the Board of Directors shall be held at such time and place as shall be determined by the Board. Regular meetings of the Board may be held without notice at such time and place from time to time to be determined by the Board.
2. Special meetings of the Board of Directors may be called by the President, the Secretary, or 40 percent of the Board members on not less than two day's notice to each Board member, personally or by first class mail, telegram, telephone, e-mail or facsimile.
3. A Board of Director's attendance at or participation in a meeting waives any required notice of the meeting unless the Board of Director member upon arriving at the meeting or prior to the vote on a matter not noticed in conformity with the law, the Articles or Bylaws, objects to lack of notice and does not vote for or assent to the objected action. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in any notice or waiver of notice of such meeting.
4. At all meetings of the Board of Directors, two-thirds of all Board of Director members shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the Board present at any meeting at which there is a quorum shall be the act of the Board, unless the action is one upon which, by express provision of the statutes, the Articles of Incorporation, or these Bylaws, a different vote is required, in which case such express provision shall govern and control. If a quorum shall not be

present at any meeting of the Board, the Board members present thereat may adjourn the

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meeting, from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

5. Proxy voting is not permitted.
6. Members of the Board may participate in a meeting of the Board by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner shall constitute presence in person at the meeting.
7. Action required or permitted by law to be taken at a Board of Directors meeting may be taken without a meeting if the action is taken by all members of the Board. The action shall be evidenced by one or more written consents describing the action taken, signed by each Board member, and included in the minutes filed with the corporate records reflecting the action taken. Such action shall be effective when the last Board member signs the consent, unless the consent specifies a different effective date.
8. "Roberts Rules of Order, Newly Revised" shall determine parliamentary practice in all cases when such usage shall not be in conflict with these bylaws or the laws of the state of incorporation.

ARTICLE VI: COMMITTEES

In addition to the Board of Directors and the Executive Committee, the ABMDI shall have standing committees whose members are appointed annually by the President as listed below:

1. **ETHICS COMMITTEE:** This committee shall review reports and make recommendations to the Executive Committee in any reports of unethical conduct.
 - a. The Ethics Committee shall be composed of a Chair who serves on the Board of Directors and two other Board members for a three (3) year term. A fourth member representing the legal community may be appointed as an at-large member.
 - b. No person currently accused under the provision of Article IV of the bylaws shall serve on the Ethics Committee.
2. **ADVISORY COUNCIL COMMITTEE:** This committee shall be appointed by the President for one-year renewable terms with a membership not to exceed twenty-five members. The role of this Council is to assist the ABMDI in the following areas: (1) development of certification examination questions, (2) determination of certification examination cut scores, and (3) selecting, securing and monitoring of regional ABMDI

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examination sites. The Chairperson of this committee will be the ABMDI Vice
President.

- a. Advisory Council members shall attend one meeting per year. Failure to do so may be terms for dismissal.
3. NOMINATING COMMITTEE: This committee shall annually recommend a slate of officers to the Board of Directors.
- a. The Nominating Committee shall be composed of:
 - i. Member of the Advisory Council who will serve as Chair
 - ii. Immediate Past President
 - iii. one member of the Advisory Council
 - iv. Diplomate or Fellow from the general population of certificants
 - b. The Chair shall vote only to break a tie vote.
 - c. The Nominating Committee shall submit its report to the Executive Director at least thirty (30) days prior to the annual meeting. The report shall contain at least one nominee for each elected office. Nominees shall be selected from Advisory Council members who have served at least one year.
 - d. The slate of nominees will be forwarded by the Executive Director to the Board of Directors at least fifteen (15) days prior to the annual meeting.
4. NEWSLETTER COMMITTEE: This committee shall be responsible for publishing a quarterly newsletter to certificants considered in good standing.
- a. The committee shall be composed of:
 - i. Editor appointed by the President
 - ii. At least three other certificants
 - iii. The Executive Director is a ex-officio member of the committee
5. BYLAWS COMMITTEE: This committee shall review and make recommendations concerning changes to the Bylaws and draft proposed language for such changes for presentation to the Board of Directors.
6. POLICY AND PROCEDURES COMMITTEE: This committee shall be responsible for maintaining and make recommendation changes to the *Policy and Procedure Manual*.

This committee shall serve as advisors to the Board of Directors on such policy and procedure matters as may be assigned to it.

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7. **CONTINUING EDUCATION COMMITTEE:** This committee will insure that training courses are reviewed, approved or denied in accordance with approved ABMDI continuing education policy.
8. **PRESIDENTIAL ADVISORY COMMITTEE:** The founding members and past presidents of the ABMDI shall remain advisors to the Board of Directors for historical perspective and to provide assistance at the discretion of the President.
9. **FINANCE COMMITTEE:** This committee shall review the budget and make recommendations regarding fiscal policy of the ABMDI. The committee shall be composed of a minimum of four members from the Board of Directors and Advisory Council who shall serve three-year staggered terms. The Treasurer shall be a member. The Executive Director shall be an ex-officio member of the committee.
10. **STRATEGIC PLANNING COMMITTEE:** The committee shall be responsible for making recommendations to the Board of Directors regarding short term, intermediate and long term plans and changes to the organization required to better fulfill its purpose. The committee shall be composed at a minimum of five Board of Director and Advisory Council members who shall serve three-year staggered terms. Each member may serve for no more than three consecutive terms.
11. **OTHER COMMITTEES:** The President and/or Board of Directors may appoint such ad hoc committees, from time to time, as may be necessary, each of which shall consist of at least one member of the Board of Directors and one Advisory Council member with the exception of the Nominating Committee, which shall not have any Board member participation. Such committees shall, to the extent provided in such resolution, have and exercise the authority of the Board of Directors.

At all meetings of committees, a majority of the members of the committee shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the members of the committee present at any meeting at which there is a quorum shall be the act of the committee, unless the action is one upon which, by express provision of the statutes, the Articles of Incorporation, these Bylaws, or a resolution of the Board a different vote is required, in which case such express provision shall govern and control. Provisions in these bylaws pertaining to meetings of the Board shall also apply to a committee or committees of the Board.

ARTICLE VII: NOTICES

1. Whenever, under the provisions of the statutes, the Articles of Incorporation, or these Bylaws, notice is required to be given to any Board member, such notice may be given

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orally or in writing. Notice may be communicated in person; by any form of wire or wireless communication such as telephone, telegraph, or teletype; by mail, e-mail or private carrier.

2. Whenever any notice is required to be given, a waiver thereof in writing signed by the person or persons entitled to said notice, whether before or after the time stated therein, and filed with the minutes or corporate records, shall be deemed equivalent thereto.

ARTICLE VIII: OFFICERS

1. The officers of the corporation shall consist of a President, a Vice President, Secretary, a Treasurer, and Past President. No officer or Board member shall receive any salary or compensation. However, an officer or Board member may be reimbursed for reasonable expenses incurred in the performance of duties, provided the amount of such reimbursement is specified and approved in advance by the Board.
2. The officers of the corporation shall hold their offices for a term of one year, or for such other term not exceeding six consecutive years as shall be determined from time to time by the Board of Directors. The Board may remove any officer at any time by a vote of the majority of the existing officers. An officer may resign at any time by delivering notice to the corporation. A resignation is effective when the notice is delivered unless the notice specifies a future effective date. If the office of any officers becomes vacant for any reason, the President may appoint another Board member to fill the vacancy.
3. If an officer position becomes vacant for any reason, other than by removal of the Board of Directors by a majority vote, the vacancy will be filled by Presidential appointment. The successor(s) shall hold office for the un-expired term in respect of which such vacancy occurred or until the next election of Board of Director members.

Section 1: PRESIDENT

1. The President shall be the chief executive officer of the corporation and shall be the Chair of the Executive Committee. S/he shall preside at all meetings of the Board at which s/he is present. S/he shall perform such duties as the Board of Directors may prescribe and shall see that all orders and resolutions of the Board are carried into effect. S/he shall appoint all committees, temporary or permanent. S/he may be one of the officers empowered to sign checks and drafts of the corporation.
2. The President shall execute bonds, mortgages and other contracts except where permitted by law to be otherwise signed and executed, and except where the signing and execution thereof shall be expressly delegated by the Board to some other office or agent of the corporation.

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Section 2: VICE PRESIDENT

1. The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall perform such other duties as the Board may prescribe. When performing the functions of President, the Vice President may also be one of the officers empowered to sign the checks and drafts of the corporation.
2. The Vice President shall serve as the Chair of the Advisory Council.

Section 3: SECRETARY

1. The Secretary shall keep or cause to be kept a record of all meetings of the Board and shall record all votes and the minutes of all proceedings in a book to be kept for that purpose. S/he shall give, or cause to be given, notice of all special meetings of the Board, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision s/he shall be. S/he shall be responsible for authenticating the records of the corporation. S/he shall, in the absence or disability of the President or Vice President, perform the duties and exercise the powers of the President.

Section 4: TREASURER

1. The Treasurer shall oversee the work of the Executive Director who shall have the custody of the corporate funds and securities, shall keep or cause to be kept full and accurate accounts of receipts and disbursements in books belonging to the corporation, shall deposit all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors and shall perform such other duties as the Board may prescribe.
2. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and Board of Directors, at the regular meetings of the Board, or whenever they may require it, an account of all his/her transactions as Treasurer and of the financial condition of the corporation.
3. If required by the Board of Directors, the Treasurer shall give the corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the Board for the faithful performance of the duties of his/her office and for the restoration of the corporation, in case of his/her death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his/her possession or under his/her control belonging to the corporation. S/he shall, in the

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absence or disability of the President, Vice President or Secretary, perform the duties and exercise the powers of the President.

Section 5: IMMEDIATE PAST PRESIDENT

1. The Immediate Past President shall be a member of the Board of Directors immediately following his or her term of office as President for a minimum of one year. The Immediate Past President shall serve as the Chair of the Board of Directors for that year and shall undertake other duties as assigned by the President.

Section 6: MANAGEMENT OF CORPORATION

1. The Board of Directors may designate an Executive Director or other personnel it deems necessary for the proper operation of the organization. S/he shall not be an officer of the corporation, and shall exercise such authority and perform such duties as the Board of Directors may from time to time assign them. The Board of Directors shall establish the salaries to be paid to personnel.

Section 7: EXECUTIVE DIRECTOR

1. The Executive Director shall report to the Board of Directors and shall attend Board meetings but shall not be a voting member thereof.
2. The Executive Director, as directed by the Secretary, shall keep a record of all meetings of the Board and shall record all votes and the minutes of all proceedings in a book to be kept for that purpose. S/he shall give notice of all special meetings of the Board of Directors, and shall have responsibility for authenticating the records of the corporation
3. The Executive Director, as directed by the Treasurer, shall have custody of the corporate funds and securities, shall keep full and accurate account of receipts and disbursements in books belonging to the corporation, shall deposit all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors. S/he shall disburse the funds of the corporation as directed by the Treasurer or as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and Board at regular meetings of the Board, or whenever they may require it, an account of all transactions and of the financial condition of the corporation.

ARTICLE IX: PROFESSIONAL TESTING AGENCY

1. The position of Educational Consultant will be contracted by the President and shall advise the Board of Directors direct the Advisory Council and perform other duties as

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requested by the Board of Directors. The Educational Consultant will respond to other educational issues as requested by the Board of Directors

ARTICLE X: FUNDS AND EXPENDITURES

1. **CHECKS:** All checks or demands for money and notes of the corporation shall be signed by the Executive Director and such person designated by the Board.
2. **FISCAL YEAR:** The fiscal year of the corporation shall begin the first day of July in each year.
3. **INDEMNIFICATION:** The ABMDI may, by resolution of the Board, provide for indemnification for all of its Board members and Officers or former Board members and 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 by reason of having been a Board member or Officer except in relation to matters as to which such Board member or Officer or former Board member 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.

ARTILCLE XI: MAINTENANCE FEES

1. The annual maintenance fee shall be established by the Board. The maintenance fee shall be payable on or before January 1st of every year. Notification will be send to certificant with outstanding fees notifying them that if they do not pay the fee by July 1 of the same calendar year their name will be removed from the website. Certificants whose maintenance fee is not paid by December 31 of the same year will receive notification that they will be considered not in good standing.

ARTICLE XII: ALTERATION, AMENDMENT OR REPEAL OF BYLAWS

1. These bylaws shall become effective at the close of the meeting at which they are approved and the previous bylaws heretofore adopted or passed by the Board are hereby repealed.
2. These bylaws may be amended or repealed at any regular or special meeting of the Board, provided that copies of each proposed amendment shall have been mailed to the Board at least thirty (30) days in advance of the annual meeting by the affirmative vote of a majority of the Board of Directors. Any Board member may propose amendments by submitting a proposal for consideration to the Executive Director at least forty-five (45)

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days prior to the meeting who will forward them to Board members following the amendment procedure.

ARTICLE XIII: RECORDS

1. The corporation shall keep as permanent records minutes of all meetings of its Board, a record of all actions taken by the Board without a meeting, and a record of all actions taken by committees of the Board.
2. The corporation shall maintain appropriate accounting records. A copy of the following records shall be kept at the corporations principal office: the Articles of Incorporation and all amendments to them currently in effect, these Bylaws and all amendments to them currently in effect, a list of the names and business or home addresses of the current Board and officers, the most recent annual report delivered to the Secretary of State, and appropriate financial statements of all income and expenses.

These bylaws were enacted upon incorporation of the ABMDI in February 1998, and were amended at the annual Board of Directors meetings on February 15, 2004, February 20, 2005, February 16, 2007 and February 17, 2008.