

AMERICAN BOARD OF MEDICOLEGAL DEATH INVESTIGATORS

BYLAWS

October 2020



**American Board
of Medicolegal
Death Investigators, Inc.SM**

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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 trademarked 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) All Directors and committee members shall hold valid certification by the ABMDI and be in good standing or individuals with the necessary qualifications to fulfill specific committee requirements as deemed by the President.
- 5) 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 corporations shall be managed by the Board of Directors.
- 2) The Board of Directors as proposed by the Nominating Committee shall be elected by a majority vote of the current Board of Directors. Nominations from the floor will be accepted.
- 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 will consist of a minimum of six (6) Directors in addition to five (5) officers of the organization.
- 5) The Board of Directors may serve for a term of three years, or for such other term not to exceed nine consecutive years. This term limit will not apply to the immediate Past President if the required term of the President exceeds this time limit.
- 6) A previous member of the Board of Directors may be reelected to the Board of Directors following at least a one year absence.
- 7) The Board of Directors may remove any Director at any time by a $\frac{2}{3}$ vote of the Board of Directors. A Director 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.
- 8) 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 of Directors. Meetings of the Board of Directors do not qualify for reimbursement by the ABMDI.
- 9) Vacancies on the Board of Directors between meetings may be filled by a majority vote of the Executive Committee.

ARTICLE III: OFFICERS

- 1) The officers of the corporation shall consist of a President, Vice President, Secretary, Treasurer, and

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Past President. Eligible officers must have served at least one year on the Board of Directors.

- 2) The officers of the corporation shall hold their office for a term of one year, not to exceed three consecutive years. The Board of Directors may remove any officer at any time by a ¾ vote of the Board of Directors. 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.
- 3) If an officer position becomes vacant for any reason the vacancy shall be filled by a majority vote of the Executive Committee. 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 of Directors 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 of Directors are carried into effect. S/he shall appoint all committees, temporary or permanent with the exception of the Nominating Committee. 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 of Directors to some other officer or agent of the corporation.

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 of Directors 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 of Directors 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 of Directors, 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 Vice President, perform the duties and exercise the powers of that office.

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 of Directors may prescribe.
- 2) The Treasurer shall disburse the funds of the corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and

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Board of Directors, at the regular meetings of the Board of Directors, 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 of Directors 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 absence or disability of the Secretary, perform the duties and exercise the powers of that office.

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.

ARTICLE IV: MANAGEMENT OF CORPORATION

Section 1: MANAGEMENT

- 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 2: EXECUTIVE DIRECTOR

- 1) The Executive Director shall report to the Board of Directors and shall attend Board of Directors 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 of Directors 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 of Directors, taking proper vouchers for such disbursements, and shall render to the President and Board of Directors at regular meetings of the Board of Directors, or whenever they may require it, an account of all transactions and of the financial condition of the corporation.
- 4) If the Executive Director is unable to serve, the respective officers will assume the duties of that position. If the absence is permanent, the Executive Committee will then select a new Executive Director.
- 5) The Executive Director shall attend all meetings of the Executive Committee as a non-voting member.

ARTICLE V: EXECUTIVE COMMITTEE

- 1) The Board of Directors shall have an Executive Committee empowered to act for and on behalf of the Board of Directors on matters which require urgent action between meetings of the Board of Directors and to accomplish other specifically designated tasks. All actions taken by the Executive Committee shall be reported to the Board of Directors as soon as practicable. These actions shall be recorded in the minutes of the Board of Directors of the next annual meeting.
- 2) The Executive Committee shall consist of the five officers of the Board of Directors, an Advisory Council member appointed by the President, one additional Board of Directors member and one alternate Board of Directors member each 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 of Directors member who shall serve until the next annual meeting.
- 5) The Executive Director shall attend all meetings of the Executive Committee as a non-voting member.
- 6) The minutes of the Executive Committee shall be made available to only Executive Committee members. A summary of Executive Committee meetings will be prepared by the Executive Director and distributed to the Board of Directors.

ARTICLE VI: MEETINGS OF THE BOARD OF DIRECTORS

- 1) The annual meeting of the Board of Directors shall be held at such time and place as shall be determined by the Board of Directors. Additional meetings of the Board of Directors may be held with 30 days' notice to the members at such time and place as determined by the Board of Directors.
- 2) Special meetings of the Board of Directors may be called by any officer or by a majority of the Directors with not less than thirty (30) days notice to each Director, 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 of Incorporation 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 of Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, 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 of Directors, the Directors present thereat may adjourn the meeting, from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

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- 5) Proxy voting is not permitted.
- 6) Directors may participate in a meeting of the Board of Directors 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) Electronic voting shall be permitted when the Board of Directors is not able to meet in the same physical location.
- 8) American Institute of Parliamentarians, *Standard Code of Parliamentary Procedure*, 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 VII: CODE OF ETHICS AND CONDUCT

- 1) As a means to promote the highest quality of professional and personal conduct of its certificants and applicants, the following constitutes the Code of Ethics and Conduct, which is endorsed by the organization and shall be adhered to by the certificants and applicants.
 - a) Every certificant/applicant shall refrain from exercising professional, personal or public conduct adverse to the ABMDI.
 - b) Certificants/applicants 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/applicant violates any of the aforementioned conditions, the ABMDI may impose the appropriate sanction as defined in the Policy and Procedures Manual.
 - c) Directors, staff and members of the Advisory Council shall attest to and sign a confidentiality statement on a yearly basis and shall refrain from discussing confidential matters with others not having legitimate business purposes in access to the information. Such matters shall include but not be limited to issues of test content and development and ethical issues.
 - d) The certificant/applicant will not discuss the contents of the Registry and Board Certified examinations with anyone other than Directors or their representatives.
 - e) The certificant/applicant waives the right to access their application for certification and any additional information requested by the ABMDI pertaining to verification to the adherence to the Code of Ethics and Conduct and Professional Responsibility.
 - f) The certificant/applicant 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, any sanction taken as defined in the Policy and Procedures Manual.
- 2) The Ethics Committee shall formulate internal Policies and Procedures designed to facilitate the expeditious, fair, discreet, and impartial handling of all complaints or matters brought before it. The Policies and Procedures, and any subsequent deletions, additions or amendments thereto, shall be subject to the approval of the Executive Committee.

ARTICLE VIII: ADVISORY COUNCIL

- 1) This Council shall be appointed by the President for one-year renewable terms with a membership not to exceed twenty-five members. Any certificant in good standing can serve on the Council. The role of this Council is to assist the ABMDI in development of certification examination questions and determination of certification examination cut scores. The Chairperson of this Council will be the ABMDI Vice President.

ARTICLE IX: COMMITTEES

- 1) **NOMINATING COMMITTEE:** This committee shall annually recommend a slate of officers and Directors to the Board of Directors. The current President or Immediate Past President shall not serve on the committee, advise the committee, participate in selection of Nominating Committee members, or attempt to influence deliberations of the committee.
 - a) The committee will consist of the following:
 - i) One member of the Advisory Council to be selected by majority vote from the current Advisory Council members.
 - ii) One member from the Board of Directors to be selected by a majority vote from the current Board of Directors.
 - iii) A member from the Board of Directors appointed by the officers of the corporation.
 - iv) The Executive Director shall serve as a non-voting advisor to the committee.
 - b) The Nominating Committee shall select a Chair by majority 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 and Board of Directors position. Nominees shall be selected from Advisory Council members who have served at least one year or current Board of Directors members.
 - 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.
- 2) In addition, the ABMDI may have committees whose members are appointed annually by the President as listed below:
 - a) **ETHICS COMMITTEE:** This committee shall review reports and make recommendations to the Board of Directors in any reports of unethical conduct.
 - i) The Ethics Committee shall be composed of a Chair who serves on the Board of Directors and two other Directors for a three (3) year term. An alternate Director must be designated for any potential conflicts of interest. A fourth member representing the legal community may be appointed as an at-large member.
 - ii) No person currently accused under the provision of Article VII of the Bylaws shall serve on the Ethics Committee.
 - b) **NEWSLETTER COMMITTEE:** This committee shall be responsible for publishing a quarterly newsletter to certificants considered in good standing.
 - c) **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

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Board of Directors.

- d) **POLICY AND PROCEDURES COMMITTEE:** This committee shall be responsible for maintaining and make recommendation changes to the *Policy and Procedure Manual*.
 - e) **CONTINUING EDUCATION COMMITTEE:** This committee will ensure that training courses are reviewed, approved or denied in accordance with approved ABMDI continuing education policy.
 - f) **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.
 - g) **FINANCE COMMITTEE:** This committee shall review the budget and make recommendations regarding fiscal policy of the ABMDI.
 - h) **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.
 - i) **OUTREACH AND RETENTION COMMITTEE:** The committee shall be responsible for providing guidance and support to applicants and certificants; and identify recertification and retention matters pertaining to certificants.
 - j) **INTERNAL AUDIT COMMITTEE:** The committee shall be responsible to conduct the annual internal audit.
 - k) **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.
- 3) 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 of Directors 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 of Directors shall also apply to a committee or committees of the Board of Directors.

ARTICLE X: 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 of Directors member, such notice may be given 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 XI: PROFESSIONAL TESTING AGENCY

- 1) The position of Educational Consultant will be contracted by the Executive Committee and shall advise the Board of Directors, direct the Advisory Council, and perform other duties as requested by

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

ARTICLE XII: FUNDS AND EXPENDITURES

- 1) CHECKS: All checks or demands for money and notes of the corporation shall be signed by the Executive Director following approval by electronic or other means by an officer designated by the Board of Directors.
- 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 of Directors, provide for indemnification for all of its Board of Directors members and Officers or former Board of Directors 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 of Directors member or Officer except in relation to matters as to which such Board of Directors member or Officer or former Board of Directors 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.

ARTICLE XIII: MAINTENANCE FEES

- 1) The annual maintenance fee for certificants shall be established by the Board of Directors. The maintenance fee shall be payable on or before March 31st of every year. Notification will be sent to certificants with outstanding fees notifying them that if they do not pay the fee by March 31st of the same calendar year they will be considered inactive. Electronic means of communication may be used for notification.

ARTICLE XIV: 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 of Directors are hereby repealed.
- 2) These Bylaws may be amended or repealed at any regular or special meeting of the Board of Directors by the affirmative vote of a three-fourths (3/4) of the Board of Directors, provided that copies of each proposed amendment shall have been sent to the Board of Directors at least thirty (30) days in advance of the meeting. Any Board of Directors member may propose amendments by submitting a proposal for consideration to the Executive Director at least forty-five (45) days prior to the meeting who will forward them to Board of Directors members following the amendment procedure.

ARTICLE XV: RECORDS

- 1) The corporation shall keep as permanent records minutes of all meetings of its Board of Directors, a record of all actions taken by the Board of Directors without a meeting, and a record of all actions taken by committees of the Board of Directors. The corporation shall maintain appropriate accounting records. A copy of the following records shall be kept at the corporation's 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 of Directors and officers, the most recent annual report delivered to the

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Secretary of State, and appropriate financial statements of all income and expenses.

ARTICLE XVI: POLICIES AND PROCEDURES

1. The organization will adopt policies and procedures by which the officers, BOD and staff of the ABMDI will conduct business and discharge their responsibilities. These will be recorded in the Policy and Procedure Manual of the organization.
2. The Policy and Procedure Manual will be revised by the PP Committee as required and submitted to the Executive Committee for approval.