

BYLAWS

OF

International Association of Forensic Nurses

Incorporated under the laws of the State of Georgia

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BYLAWS

OF

International Association of Forensic Nurses

ARTICLE ONE

Name, Location, and Offices

- 1.1 **Name.** The name of this corporation shall be “International Association of Forensic Nurses.”
- 1.2 **Registered Office And Agent.** The corporation shall maintain a registered office in the State of Georgia, and shall have a registered agent whose address is identical with the address of such registered office, in accordance with the requirements of the Georgia Nonprofit Corporation Code.
- 1.3 **Other Offices.** The principal office of the corporation shall be located at such place as the Board of Directors shall from time to time designate.

ARTICLE TWO

Purposes and Governing Instruments

- 2.1 **Nonprofit Corporation.** The corporation shall be organized and operated as a nonprofit corporation organized pursuant to the provisions of the Georgia Nonprofit Corporation Code.
- 2.2 **Purposes.** The corporation is a voluntary association of individuals having a common business interest, the purpose of which, as set forth in the articles of incorporation, is exclusively to promote such common interest and not to engage in a regular business of a kind ordinarily carried on for profit within the meaning of section 501(c)(6) of the Internal Revenue Code. In furtherance of such purposes, the corporation shall have full power and authority:
- (a) To provide leadership in forensic nursing practice by developing, promoting, and disseminating information internationally about forensic nursing science.
 - (b) To perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, as determined by the Board of Directors to carry out any of the purposes of the corporation, as set forth in the Articles of Incorporation, including the exercise of all other power and authority enjoyed by corporations generally by virtue of the provisions of the Georgia Nonprofit Corporation Code (within and subject to the limitations of section 501(c)(6) of the Internal Revenue Code).
- 2.3 **Governing Instruments.** The corporation shall be governed by its articles of incorporation and its bylaws.

ARTICLE THREE

Membership

- 3.1 Eligibility for Membership.** Application for voting membership shall be open to anyone that supports the purposes of the corporation, as set forth in Article II. The Board of Directors shall, from time to time, enact procedures for the admission of members together with setting any admission fee for membership.
- 3.2 Termination of Members.** Membership may be terminated voluntarily by the member or involuntarily by the Board of Directors in accordance with the rules of member conduct adopted by the Board.
- 3.3 Rights of Members.** Each member shall be eligible to vote on those matters set forth in the Bylaws or on which the Georgia Nonprofit Corporation Code requires the approval of the members.
- 3.4 Obligations of Members.** Each member shall be responsible to notify the corporation of any change in mailing or other electronic means of communication.
- 3.5 Non-voting Members.** The Board shall have the authority to establish and define non-voting categories of membership.
- 3.6 Membership Quorum.** A quorum of the voting membership will consist of a simple majority vote of all members in good standing with voting privileges that return a ballot or are present at the annual meeting.

ARTICLE FOUR

Board of Directors

- 4.1 Authority And Responsibility.**
- (a) The governing authority of the corporation shall be vested in its Board of Directors. The Board of Directors shall have supervision, control and direction of the management, affairs, and property of the corporation; shall determine its policies or changes therein; and shall actively promote its purposes and objectives and supervise the disbursement of its funds. The Board of Directors may adopt, by majority vote, such rules and regulations for the conduct of its business and the business of the corporation as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to an Executive Committee. Under no circumstances, however, shall any actions be taken which are inconsistent with the articles of incorporation and these bylaws; and the fundamental and basic purposes of the corporation, as expressed in the articles of incorporation and these bylaws, shall not be amended or changed.

- (b) The Board of Directors shall not permit any part of the net earnings or capital of the corporation to inure to the benefit of any member, director, officer, trustee, or other private person or individual.
- (c) The Board of Directors may, from time to time, appoint, as advisors, persons whose advice, assistance and support may be deemed helpful in determining policies and formulating programs for carrying out the purposes and functions of the corporation.
- (d) The Board of Directors is authorized to employ such person or persons, including a chief executive officer or, attorneys, trustees, agents, and assistants, as in its judgment are necessary or desirable for the administration and management of the corporation, and to pay reasonable compensation for the services performed and expenses incurred by any such person or persons.

4.2 Composition Of Directors. The directors of the corporation shall be the eleven (11) persons, one of whom must reside outside of the United States.

4.3 Manner Of Appointment And Election And Terms Of Office. The directors shall be elected by a simple majority vote of all members in good standing with voting privileges that return a ballot. Each director shall take office at the start of the next calendar year and continue in office until the term ends, such director is reelected or until such director's earlier death, resignation, retirement, disqualification, or removal. No Officer or Director who has served three consecutive terms shall be eligible for re-election until at least one (1) year shall have elapsed.

4.4 Removal. Any director may be removed with cause at any regular, special, or annual meeting of the Board of Directors, by the affirmative vote of a majority of all directors entitled to vote. A removed director's successor may be appointed at the same meeting to serve the unexpired term. A director may be removed if that person: (A) has his/her RN license suspended or revoked by the licensing board of his/her state or country; (B) has been convicted of a felony; (C) has been found by a final court order to have breached a duty as a director; or (D) has failed to fulfill the duties and responsibilities of the elected position as defined in approved job descriptions.

4.5 Vacancies. Any vacancy in the Board of Directors arising at any time and from any cause, may be filled for the unexpired term at any meeting of the Board of Directors by the affirmative vote of the majority of the directors then in office. A director so elected shall hold office through the duration of the original term.

4.6 Executive Committee. By resolution adopted by a majority of the directors in office, the Board of Directors may designate an executive committee which shall consist of the Officers, including the President of the corporation, and shall have and exercise the authority of the Board of Directors in the management of the affairs of the corporation to the extent provided in such resolution; but the designation of any such executive committee and the delegation of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it or him or her by law.

4.7 Compensation. No director of the corporation shall receive, directly or indirectly, any salary, compensation, or emolument therefrom as such director. However, nothing contained herein shall be construed to prevent any director from serving the corporation in any other capacity and receiving reasonable compensation for services rendered in furtherance of the purposes and functions of the corporation.

ARTICLE FIVE

Meetings of the Board

5.1 Annual Meeting; Notice. The annual meeting of the Board of Directors and members shall be determined by the Board of Directors on such day and at such time as the Board of Directors shall designate. Notice of the time and place of such annual meeting shall be given by the mail or electronic notice not less than ten (10) nor more than fifty (50) days before such meeting. The Board of Directors and general membership shall receive reports on the activities of the corporation and the direction of the corporation for the coming year.

5.2 Regular Board Meetings; Notice. Regular meetings of the Board of Directors may be held from time to time between annual meetings as the Board of Directors may prescribe. Notice of the time and place of each such regular meeting shall be given by the secretary or other designee either by electronic means of communication not less than seven (7) nor more than thirty (30) days before such regular meeting.

5.3 Special Board Meetings; Notice. Special meetings of the Board of Directors may be called by or at the request of the President or by any two of the directors in office at that time. Notice of the time, place, and purpose of any special meeting of the Board of Directors shall be given by the secretary or other designee either by mail or by other electronic means of communication at least twenty-four (24) hours before such meeting.

5.4 Board of Directors Quorum. At meetings of the Board of Directors, a majority of the directors then in office shall be necessary to constitute a quorum for the transaction of business.

5.5 Record Date. The record date shall be the date as of which the corporation shall determine who is a member of the corporation and eligible to vote in the upcoming decision. The record date for an annual meeting of the members or the online election of candidates shall be the date which is 45 days prior to the date of the annual meeting or start of election.

5.6 Vote Required For Action. Except as otherwise provided in these bylaws, the act of a majority of the directors present at a meeting at which a quorum is present at the time shall be the act of the Board of Directors.

5.7 Action By Directors Without A Meeting. In the absence of a scheduled meeting, matters may be resolved in writing or through an email vote. Email votes are reserved for issues that require quick resolution and do not require lengthy discussion or where a special meeting cannot be convened in a timely manner. Email votes must be unanimous to be considered an act of the Board of Directors. In addition, issues resolved via email vote must be reported at the next regular or special meeting of the Board of Directors.

5.8 Telephone And Similar Board Meetings. Directors may participate in and hold a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other.

5.9 Adjournments of Board Meetings. A meeting of the Board of Directors, whether or not a quorum is present, may be adjourned by a majority of the directors present to reconvene at a specific time and place. It shall not be necessary to give notice of the reconvened meeting or of the business to be transacted, other than by announcement at the meeting which was adjourned. At any such reconvened meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting which was adjourned.

ARTICLE SIX

Officers

6.1 Number And Qualifications. The executive officers of the corporation shall consist of the following positions: President, Immediate Past President, President-Elect, Secretary, and Treasurer.

6.2 Election And Term Of Office. The President Elect shall hold their elected position for one year, moving into the position of President for one year and to the position of Immediate Past President for one year, for a total period of three years. The Secretary and Treasurer of the corporation shall be elected by the Board of Directors and shall serve for terms of two (2) years.

6.3 Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors, with cause, whenever in its judgment the best interests of the corporation will be served thereby.

6.4 Vacancies. A vacancy in any office arising at any time and from any cause may be filled for the unexpired term at any meeting of the Board of Directors.

6.5 President. The President shall be the principal officer of the corporation and shall preside at all meetings of the Board of Directors. The President shall also serve as the Chair, with right to vote, of the executive committee of the Board of Directors and as a voting member, ex officio, of any and all other committees. He or she shall have the right to supervise and direct the management and operation of the corporation and to make all decisions as to policy and otherwise which may arise between meetings of the Board of Directors, and the other officers and employees of the corporation shall be under his or her supervision and control during such interim. He or she shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe.

6.6 President-Elect. The President-Elect, shall, in the absence or disability of the President, perform the duties and have the authority and exercise the powers of the President. He or she shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the President may from time to time delegate.

6.7 Immediate Past President. The Immediate Past President, in the absence or disability of the President and President Elect, shall perform the duties and have the authority and exercise

the powers of the President. He or she shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the President may from time to time delegate.

6.8 Secretary.

- (a) The Secretary shall attend all meetings of the Board of Directors and record all votes, actions and the minutes of all proceedings and shall perform like duties for the executive committee when required.
- (b) The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors.
- (c) The Secretary shall ensure the safe custody the seal of the corporation and, when authorized by the Board of Directors or the President, affix it to any instrument requiring it. When so affixed, it shall be attested by his or her signature or by the signature of the treasurer or President.
- (d) The Secretary shall be under the supervision of the President. He or she shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the President may from time to time delegate.

6.9 Treasurer.

- (a) The Treasurer shall ensure proper custody of the corporate funds and securities and shall ensure full and accurate accounts of receipts and disbursements of the corporation are kept and shall ensure the deposit all monies and other valuables in the name and to the credit of the corporation into depositories designated by the Board of Directors.
- (b) The Treasurer shall ensure the funds of the corporation are disbursed as ordered by the Board of Directors, and ensure that financial statements are prepared at such interval as the Board of Directors shall direct.
- (c) The Treasurer shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the President may from time to time delegate.

ARTICLE SEVEN

Committees and Components of the Organization

7.1 Advisory And Other Committees. The Board of Directors may provide for such other committees, including committees, advisory groups, and the like consisting in whole or in part of persons who are not directors of the corporation, as it deems necessary or desirable, and discontinue any such committee at its pleasure. It shall be the function and purpose of each such committee to advise the Board of Directors; and each such committee shall have such powers

and perform such specific duties or functions, not inconsistent with the articles of incorporation of the corporation or these bylaws, as may be prescribed for it by the Board of Directors. Chair appointments and the filling of such vacancies shall be made by the President, unless the Board of Directors otherwise provides. Any action by each such committee shall be reported to the Board of Directors at its meeting next succeeding such action and shall be subject to control, revision, and alteration by the Board of Directors, provided that no rights of third persons shall be prejudicially affected thereby.

7.2 Term Of Appointment. Each chair of a committee shall continue as such until the start of the next calendar year and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member shall be removed from such committee, or unless such member shall cease to qualify as a member.

7.3 Committee Chair. One member of each committee shall be appointed Committee Chair.

7.4 Commission for Forensic Nursing Certification. Otherwise referred to as the “Commission” this body is defined as the functionally autonomous committee of the IAFN responsible for establishing, reviewing, and overseeing implementation of the policies for the certification programs. The Commission shall have the sole authority to establish policies for certification eligibility, development and scoring of the exams, administration of the exams, recertification requirements, and operations of the certification program. These policies and procedures for the Commission certification program are determined and approved by the Commission and reported to the Board of Directors.

7.5 Nominating Committee. The Nominating Committee shall consist of three elected positions and shall be elected according to membership quorum in a process defined by policy. Each year one nominating committee member will rotate off and one new member voted in. The Chair of the Nominating Committee shall be the member serving the last year in their term. A single term shall last for 3 years. Committee members shall serve no longer than one term. If a nominating committee member is unable to complete their 3 year term of office the Board of Directors may replace a nominating committee members following section 6.4.

7.6 Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum; and the act of a majority of members present at a meeting at which a quorum is present shall be the act of the committee.

ARTICLE EIGHT

Contracts, Checks, and Deposits

8.1 Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name and on behalf of the corporation. Such authority must be in writing and may be general or confined to specific instances.

8.2 Checks, Drafts, Notes. All checks, drafts or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by

such officer or officers, agent or agents, of the corporation and in such other manner as may from time to time be determined by resolution of the Board of Directors.

8.3 Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may approve.

ARTICLE NINE

Indemnification and Insurance

9.1 Indemnification. The corporation shall, to the extent legally permissible and in accordance with Sections 14-3-850 through 14-3-858 of the Code, as amended from time to time, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

9.2 Liability Insurance. The corporation may purchase and maintain insurance on behalf of a director or officer or an individual who is or was an employee or agent of the corporation against liability asserted against or incurred by him or her in that capacity or arising from his or her status as a director, officer, employee, or agent, whether or not the corporation would have power to indemnify him or her against the same liability under Section 9.1 above.

ARTICLE TEN

Conflicts of Interest

10.1 Conflicts of Interest. The corporation and its directors are subject to the definitions, disclosure requirements and procedures set forth in Sections 14-3-860 through 14-3-864 of the Code, as amended from time to time, regulating “conflicting interest transactions” between Board members and the corporation.

ARTICLE ELEVEN

Miscellaneous

11.1 Books and Records. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and

committees having any of the authority of the Board of Directors. Books and records shall be open to inspection of the Directors and Members upon specific written request within 30 days.

11.2 Corporate Seal. The corporate seal (of which there may be one or more exemplars) shall be in such form as the Board of Directors may from time to time determine.

11.3 Fiscal Year. The fiscal year of the corporation, until changed by action of the Board of Directors, shall end on December 31 of each year. The Board of Directors is authorized to change the fiscal year of the corporation from time to time as it deems appropriate.

11.4 Internal Revenue Code. All references in these bylaws to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, to the corresponding provisions of any applicable future United States Internal Revenue Law, and to all regulations issued under such sections and provisions.

11.5 Relation to Articles of Incorporation. These bylaws are subject to, and governed by, the articles of incorporation.

ARTICLE TWELVE

Amendments

12.1 Power to Amend Bylaws. New Bylaws may be adopted or any part of these Bylaws may be amended by a simple majority vote of the membership votes cast. The Membership may condition the corporation's adoption of the amendment on any basis. The Board of Directors may condition its submission of the proposed amendment to the Membership for approval on any basis. If the Board of Directors submits the proposed amendment to the Membership for approval by written consent or written ballot, whatever ballot or consent document the Board of Directors provides to the Membership for completion must be accompanied by a copy or summary of the amendment.

The undersigned hereby certifies that he/she is the Secretary of the International Association of Forensic Nurses, and that the foregoing by-laws were duly amended by the Membership and have not been modified, amended or supplemented but are in full force and effect on the date hereof.

This the 1st day of December, 2012.

Kim Nash

IAFN Secretary

Revised 10/2004, Approved by Membership 1/2005
Revised: 7/2008, Approved by the Membership: 8/2008
Revised: 7/2012, Approved by the Membership: 12/2012