

Adopted Pursuant to Action by Written Consent Dated As Of October 7, 2003.

Section 2.1 amended by resignation of NFSTC on May 5, 2005 and nomination of Fisher and Vander Ark as successors.

Section 2.1 amended by unanimous resolution of the Board of Directors July 20, 2005 making membership available to all accredited laboratories

Section 1.2 amended with change of address February 1, 2008. Section 2.5 amended to adjust member meeting terms.

**BYLAWS**  
**OF**  
**FORENSIC QUALITY SERVICES, INC.**  
**(A Corporation Not-For-Profit)**

**ARTICLE I - Name and Office**

**SECTION 1.1 Name.** The name of the Corporation is Forensic Quality Services, Inc.

**SECTION 1.2 Office.** The principal office of the Corporation shall be 13575 58th Street North, Suite 153, Clearwater , FL 33760-3721. The Corporation may also have offices at such other places as the Board of Directors may from time to time appoint or the purposes of the Corporation may require.

**SECTION 1.3 Fiscal Year.** The fiscal year of the Corporation shall commence on January 1 of each year and end on December 31.

**ARTICLE II - Membership**

**SECTION 2.1 Membership** The membership of the Corporation shall consist of: Mr. Barry Fisher, and Mr. Clifton Vander Ark, designated by the .National Forensic Science Technology Center, Inc., a Florida not-for-profit corporation, as its successors; to all accredited laboratories, each of which shall nominate a representative; and such other members as may be designated by the Board of Directors.

**SECTION 2.2 Membership Fees, Dues and Fines.** Membership fees, regular or special dues, and fines may be determined from time to time by the Board of Directors. The failure to pay any dues or fines assessed shall render a member liable to expulsion.

**SECTION 2.3 Membership Rights.** The right of a member to vote and all his right, title and interest in and to the Corporation shall cease on the termination of his membership. No member shall be entitled to share in the distribution of the corporate assets upon the dissolution of the Corporation, unless such member is recognized as a corporation exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

**SECTION 2.4 Resignation of Members.** Any member may resign from the Corporation by delivering a written resignation to the President or Secretary of the Corporation.

**SECTION 2.5 Annual Meetings.** The annual meeting of the members of the Corporation shall be held at the principal office of the Corporation, or at any other location as

determined by the President of the Corporation, each year on a date set by the Board of Directors (which shall not be more than 120 days after the end of the Corporation's fiscal year). At the annual meeting of the Members, directors shall be elected and such other business as may properly come before the meeting shall be transacted.

**SECTION 2.6 Notice of Annual Meetings.** Notice of the time, place, and purpose or purposes of the annual meeting shall be served, either personally, by mail, or by e-mail not less than ten (10) nor more than sixty (60) days before the meeting, upon each person who appears upon the books of the Corporation as a member and, if mailed, such notice shall be directed to the member at his address as it appears on the books of the Corporation, unless he shall have filed with the Secretary of the Corporation a written request that notices intended for him be mailed to some other address, in which case it shall be mailed to the address designated in such request.

**SECTION 2.7 Special Meetings.** Special meetings of the members, other than those regulated by statute, may be called at any time by the President or by two directors and must be called by the President or Secretary on receipt of the written request of one-third (1/3) of the members of the Corporation.

**SECTION 2.8 Notice of Special Meetings.** Notice of a special meeting stating the time, place, and purpose or purposes thereof shall be served personally, by mail, or by e-mail upon each member, not less than ten (10) nor more than sixty (60) days before such meeting and, if mailed, such notice shall be directed to each member at his address as it appears on the books or records of the Corporation, unless he shall have filed with the Secretary of the Corporation a written request that notices intended for him shall be mailed to some other address, in which case it shall be mailed to the address designated in such request.

**SECTION 2.9 Quorum.** At any meeting of members of the Corporation the presence of a majority of the members in person or by proxy shall be necessary to constitute a quorum for all purposes except as otherwise provided by law, and the act of a majority of the members present at any meeting at which there is a quorum shall be the act of the full membership except as may be otherwise specifically provided by statute or by these Bylaws. In the absence of a quorum, or when a quorum is present, a meeting may be adjourned from time to time by vote of a majority of the members present in person or by proxy, without notice other than by announcement at the meeting and without further notice to any absent member. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally noticed.

**SECTION 2.10 Voting.** Each member shall be entitled to vote in person, or by proxy duly appointed by instrument in writing which is subscribed by such member and which bears a date not more than eleven (11) months prior to such meeting, unless such instrument provides a longer period. Each member of the Corporation shall be entitled to one (1) vote. All elections shall be had and all questions decided by a majority vote of the members present in person or by proxy.

**SECTION 2.11 Waiver of Notice.** Whenever under the provisions of any law or under the provisions of the Articles of Incorporation or Bylaws of this Corporation, the Corporation or

the Board of Directors or any committee thereof is authorized to take any action after notice to the members of the Corporation or after the lapse of a prescribed period of time, such action may be taken without notice and without the lapse of any period of time, if at any time before or after such action is completed, such requirements are waived in writing by the person or persons entitled to such notice or entitled to participate in the action to be taken or by his authorized attorney.

**SECTION 2.12 Removal.** Any member may be removed from membership by the affirmative vote of two-thirds (2/3) of the full membership, registered either in person or by proxy, at any regular or special meeting called for the purpose, for conduct detrimental to the interests of the Corporation, for lack of sympathy with its objectives, or for refusal to render reasonable assistance in carrying out its purposes. Any such member proposed to be removed shall be entitled to at least five (5) days' notice in writing by mail of the meeting at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting.

**SECTION 2.13 Compensation.** Members shall not receive any salary for their services as members. The Board of Directors shall have the power, in its discretion, to contract for and pay to members rendering unusual or special services to the Corporation, compensation appropriate to the value of such services.

### **ARTICLE III - Board of Directors**

**SECTION 3.1 Election.** The business and property of the Corporation shall be managed and controlled by a Board of Directors, who shall be elected annually by the members to serve as directors until the next annual meeting of the members or until the election and qualification of their respective successors, except as herein otherwise provided for filling vacancies.

**SECTION 3.2 Number.** The number of directors of the Corporation shall include officers of the corporation (president, secretary, treasurer), and three (3) members at large; but such number may be increased or decreased by 2/3 majority of the existing board of directors. When the number of directors is so decreased by amendment adopted by the Board of Directors, each director in office shall serve until his term expires or until his resignation or removal as herein provided.

**SECTION 3.3 Resignation.** Any director may resign at any time by giving written notice of such resignation to the remaining directors.

**SECTION 3.4 Removal.** Any director may be removed by at least a 2/3 majority of the Members whenever, in their judgment, the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

**SECTION 3.5 Vacancies.** Any vacancy in the Board of Directors occurring during the year, including any vacancy created by an increase in the number of directors, may be filled for the unexpired portion of the term by the directors then serving, although less than a quorum, by affirmative vote of the majority thereof. Any director so elected by the Board of Directors shall

hold office until the next succeeding annual meeting of the members of the Corporation or until the election and qualification of his successor.

**SECTION 3.6 Annual Meetings.** Immediately after each annual election, the newly elected directors may meet forthwith for the purpose of organization, the election of officers, and the transaction of other business, and, if a quorum of the directors be then present, no prior notice of such meeting shall be required to be given. This meeting may be in person, via phone, or by any other means agreed upon by the board of directors.

**SECTION 3.7 Special Meetings.** Special meetings of the Board of Directors may be called by the President and must be called by him on the written request of any two (2) directors.

**SECTION 3.8 Notice of Meetings.** Notice of the date, time and place of all special directors' meetings, shall be given at least two (2) days before the meeting to the usual business or residence, or e-mail address of each director, but such notice may be waived by any director. Regular meetings of the Board of Directors may be held without notice at such time and place as shall be determined by the Board. Any business may be transacted at any directors' meeting. At any meeting at which every director shall be present, even though without any notice or waiver thereof, any business may be transacted.

**SECTION 3.9 Quorum.** At all meetings of the Board of Directors, a majority of the directors shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by these Bylaws. In the event of only three members being present, the president will decide whether to commence or postpone. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting from time to time without further notice to any absent director.

**SECTION 3.10 Waiver of Notice.** Whenever under the provision of any law or under the provisions of the Articles of Incorporation or Bylaws of this Corporation, the Corporation or the Board of Directors or any committee thereof is authorized to take any action after notice to the Directors of the Corporation or after the lapse of a prescribed period of time, such action may be taken without notice and without the lapse of any period of time, if at any time before or after such action is completed, such requirements are waived in writing by the person or persons entitled to such notice or entitled to participate in the action to be taken by his authorized attorney.

**SECTION 3.11 Compensation.** Directors shall not receive any salary for their services as Directors but by resolution of the Board, a fixed reasonable sum or expenses of attendance, if any, or both, may be allowed for attendance at each regular or special meeting of the Board. The Board of Directors shall have the power in its discretion, to contract for and to pay to directors rendering unusual or special services to the Corporation, compensation appropriate to the value of such services.

**SECTION 3.12 Powers.** All the corporate powers, except such as are otherwise provided for in these Bylaws and by the laws of the State of Florida, shall be and are hereby

vested in and shall be exercised by the Board of Directors. The Board of Directors may, by general resolution, delegate to committees of their own number, or to officers of the Corporation, such powers as they may see fit.

**SECTION 3.13 Constructive Presence at a Meeting.** Any director or member of a committee shall be deemed present at a meeting of the Board of Directors or a committee if a conference telephone or similar communication equipment is used, by means of which all persons participating in such meeting can hear each other.

#### **ARTICLE IV - Officers**

**SECTION 4.1 Number.** The officers of the Corporation shall be the President, Secretary, Treasurer and such other officers with such powers and duties not inconsistent with these Bylaws as may be appointed and determined by the Board of Directors. Any two offices may be held by the same person.

**SECTION 4.2 Election and Term of Office.** Officers of the Corporation shall be elected annually by the Board of Directors after the annual meeting of the members of the Corporation, and shall hold office for one (1) year or until their successors are elected and qualified.

**SECTION 4.3 Vacancies.** In case any office of the Corporation becomes vacant by death, resignation, retirement, disqualification, or any other cause, the majority of the directors then in office, although less than a quorum, may elect an officer to fill such vacancy, and the officer so elected shall hold office and serve until the first meeting of the Board of Directors after the annual meeting of the members next succeeding and until the election and qualification of his successor.

**SECTION 4.4 President.** The President shall preside at all meetings of members of the Board of Directors. He shall have and exercise general charge and supervision of the affairs of the Corporation and shall do and perform such other duties as may be assigned to him by the Board of Directors.

**SECTION 4.5 Secretary.** The Secretary shall have charge of such books, documents and papers as the Board of Directors may determine and shall have the custody of the corporate seal. He shall attend and keep the minutes of all meetings of the Board of Directors and members of the Corporation. He shall keep a record, containing the names, alphabetically arranged, of all persons who are members of the Corporation, showing their places of residence, and such book shall be open for inspection as prescribed by law. He may sign with the President, in the name and on behalf of the Corporation, any contract or agreement authorized by the Board of Directors, and when so authorized or ordered by the Board of Directors, he may affix the seal of the Corporation. He shall in general perform all the duties incident to the office of Secretary, subject to the control of the Board of Directors, and shall do and perform such other duties as may be assigned to him by the Board of Directors. The secretary is responsible for the above mentioned duties, but may delegate in whole or in part to members of the staff.

**SECTION 4.6 Treasurer.** The Treasurer shall have the custody of all funds, property and securities of the Corporation, subject to such regulations as may be imposed by the Board of

Directors. He may be required to give bond for the faithful performance of his duties, in such sum and with such sureties as the Board of Directors may require. When necessary or appropriate he may endorse on behalf of the Corporation for collection, checks, notes and other obligations, and shall deposit the same to the credit of the Corporation at such bank or banks or depository as the Board of Directors may designate. He shall make such payments as may be necessary or proper to be made on behalf of the Corporation. He shall enter regularly on the books of the Corporation to be kept by him for that purpose, full and accurate account of all monies and obligations received and paid or incurred by him for or on account of the Corporation, and shall exhibit such books at all reasonable times to any director or member on application at the offices of the Corporation. He shall, in general, perform all duties incident to the office of Treasurer, subject to the control of the Board of Directors. The treasurer is responsible for the above mentioned duties, but may delegate in whole or in part to members of the staff.

**SECTION 4.7 Compensation.** The salaries of all officers shall be fixed by the Board of Directors and shall be reasonable in amount. The fact that any officer is a member of the Corporation or a director shall not preclude his receiving a salary or voting on the resolution providing for the same.

**SECTION 4.8 Removal.** Any officer may be removed from office by the affirmative vote of two-thirds (2/3) of all the directors at any regular or special meeting called for that purpose, for nonfeasance, malfeasance or misfeasance, for conduct detrimental to the interests of the Corporation, for lack of sympathy with its objectives, or refusal to render reasonable assistance in carrying out its purposes. Any officers proposed to be removed shall be entitled to at least five (5) days' notice at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Directors at such meeting.

#### **ARTICLE V - Investments**

The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investment which a trustee is or may be permitted by law to make or by any similar restriction, provided, however, that no action shall be taken by or on behalf of the Corporation if such action is a prohibited transaction or would result in the denial of a tax exemption under Section 503 or Section 507 of the Code and the regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

#### **ARTICLE VI - Contracts, Loans, Checks and Deposits**

**SECTION 6.1 Contracts.** The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

**SECTION 6.2 Loans.** No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

**SECTION 6.3 Checks, Drafts, Etc.** 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 manner as shall from time to time be determined by resolution of the Board of Directors.

**SECTION 6.4 Deposits.** All funds of the Corporation not otherwise employed 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 select.

#### **ARTICLE VII - Restrictions**

**SECTION 7.1 Prohibition Against Benefit.** No member, director, officer or employee of, or member of a committee of, or person connected with the Corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation. All members of the Corporation shall be deemed to have expressly consented and agreed that upon dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Board of Directors may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Directors, exclusively to charitable, religious, scientific, literary or educational organizations which qualify under the provisions of Section 501(c)(3) of the Code and the regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

**SECTION 7.2 Exempt Activities.** Notwithstanding any other provisions of these Bylaws, no member, director, officer, employee or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Code and the regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

#### **ARTICLE VIII - Amendments**

The Board of Directors shall have power to make, alter, amend and repeal the Bylaws of the Corporation by affirmative vote of a majority of the Board.