

BY-LAWS
OF

COALITION OF HANDWRITING ANALYSTS INTERNATIONAL, LTD.

A Maryland Non-Profit Corporation

**ARTICLE I.
OFFICES AND RECORDS**

The principal office of **Coalition of Handwriting Analysts International, Ltd.** in the State of Maryland is located at 19025 Jamieson Drive, City of Germantown, County of Montgomery, and the Corporation may maintain such other offices and keep its books and records at such places within or without the State of Maryland as may be designated by the Board of Directors from time to time.

**ARTICLE II.
MEMBERS**

2.1 Annual Meeting.

The annual meetings of the members of the Corporation shall be held on a day duly designated by the Board of Directors in April or May of each year for the transaction of such corporate business as may come before the meeting. If the day designated is a legal holiday, then the meeting will be held on the next succeeding day not a legal holiday.

2.2 Special Meetings.

Special meetings of the members may be called at any time for any purpose or purposes by the President, by a Vice-President, or by a majority of the members, and shall be called by the President, by a Vice-President, or the Secretary upon the request in writing of a majority of all the then qualified members and entitled to vote on the business to be transacted at such meeting. Such request shall state the purpose or purposes of the meeting.

Business transacted at all special meetings of members shall be confined to the purpose or purposes stated in the notice of meeting.

2.3 Place of Holding Meetings.

All meetings of members shall be held Online or as designated by the Board of Directors.

2.4 Notice of Meetings:

Posting of meetings of members on the official website is considered Notice. When posted on the website, no further notice is required. In the event it is not possible to post a notice or notices on the

website, written notice of each meeting of the members shall be mailed, postage prepaid by the Secretary, to each member of record entitled to vote thereat at her/his post office address, as it appears upon the books of the Corporation, at least ten (10) days before the meeting. Each such notice shall state the place, day and hour at which the meeting is to be held and, in the case of any special meeting, shall state briefly the purpose or purposes thereof.

2.5 Quorum.

A quorum shall be a majority of the members present and eligible to vote. Once established, the quorum remains for the duration of the meeting even if members must leave.

2.6 Conduct of Meetings.

The President of the Corporation shall conduct meetings of members or if she/he is not present, by a Vice-President, or, if none of said officers is present, by a chairman to be elected at the meeting. The Secretary of the Corporation, or if she/he is not present, any Assistant Secretary shall act as secretary of such meetings; in the absence of the Secretary and any Assistant Secretary, the presiding officer may appoint a person to act as Secretary of the meeting.

2.7 Voting.

At all meetings of members, every full member entitled to vote shall have one (1) vote as determined by the register of qualified members. Such vote must be in proper person. All elections shall be had and all questions shall be decided by a majority of the votes cast at a duly constituted meeting, except as otherwise provided by law, in the Articles of Incorporation or by these By-Laws.

If the Chairman of the meeting shall so determine, a vote by ballot may be taken upon any election or matter, and the vote shall be so taken upon the request of the holders of ten percent (10%) of the members present and voting.

2.8 Order of Business. At all meetings of members, the order of business shall be as far as applicable and practicable as follows:

*Organization.

*Proof of notice of meeting or waivers thereof. The certificate of the Secretary of the Corporation or the affidavit of any other person who mailed the notice or caused the same to be mailed shall be accepted as proof of service of notice by mail.

*Submission of an alphabetical list of members entitled to vote.

*An annual meeting, or at a meeting called for that purpose, reading of unapproved minutes of preceding meetings and action thereon.

*Reports.

*At an annual meeting, the election of directors.

*Unfinished business.

*New business.

*Adjournment.

**ARTICLE III.
BOARD OF DIRECTORS**

General Powers. The property and business of the Corporation shall be managed by its Board of Directors, consisting of such number of directors as may be determined from time to time by the Board.

3.2 Number of Directors. The number of directors shall not be less than three.

3.3 Election and Tenure. Except as otherwise provided in this paragraph, each director shall be elected at the annual meeting of members. Newly created directorships and all other vacancies may be filled at any time by a majority vote of the directors then in office, although less than a quorum. Unless she/he resigns, dies, or is removed prior thereto, each director shall continue to hold office until the annual meeting of members next following her/his election and until her/his successor has been elected.

3.4 Resignations. Resignations of directors must be in writing and shall be effective upon the date of receipt thereof by the Secretary or upon an effective date specified therein, whichever date is later, unless acceptance is made of a condition of the resignation, in which event it shall be effective upon acceptance by the Board.

3.5 Removal. Any director may be removed at any time, with or without cause, by the affirmative vote of a majority of the members entitled to vote.

3.6 Annual Meeting. The first meeting of the Board after the annual meeting of members may be held without notice, either immediately after said meeting of members and at the place where it was held, or at such other time and place, whether within or without the State of Maryland, as shall be fixed by the vote of the members at the annual meeting, or by the consent in writing of all the directors.

3.7 Regular Meetings. Regular meetings of the Board may be held without notice at such time and place, whether within or without the State of Maryland, as shall from time to time be determined by the Board.

3.8 Special Meetings. Special meetings of the Board shall be called by the Secretary at the request in writing of the President or of any two directors. Such request shall state the purpose or purposes of the proposed meeting. Such meeting may be held at any place, whether within or without the State of Maryland.

3.9 Informal Action by Directors. Any action required or permitted to be taken at a meeting of the directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof.

3.10 Notice. The Secretary shall give notice of each such meeting to each director at least 48 hours before the meeting. Such notice shall set forth the time and place at which the meeting is to be held and the purpose or purposes thereof. No such notice of any given meeting need be given to any

director who attends the meeting or who files a written waiver of notice thereof with the Secretary, either before or after the meeting.

3.11 Quorum. A majority of the directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

3.12 Manner of Acting. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the directors and submitted to the Secretary for record and publication.

3.13 Expenses and Compensation. By resolution of the Board of Directors, each director may be paid her/his expenses, if any, of attendance at each meeting of the Board of Directors, and may be paid a stated salary as director or a fixed sum for attendance at each meeting of the Board of Directors or both. No such payment shall preclude any director from serving the Corporation in any other capacity and receiving compensation therefore.

3.14 Presumption of Assent. A director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless her/his dissent shall be entered in the minutes of the meeting or unless she/he shall file her/his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

3.15 Executive Committee. The Executive Committee is the President, Vice-President, and Secretary, and Treasurer. During the intervals between meetings of the Board, the Committee shall advise with and aid the officers of the Corporation in all matters concerning its interests and the management of its business, and generally perform such duties as may be directed by the Board from time to time. The Committee shall possess and may exercise all the powers of the Board while the Board is not in session, except power to amend the Board or the Committee. The Board shall fill vacancies in the membership of the Committee. Unless she/he resigns, dies or is removed prior thereto, each member of the Committee shall continue to hold office until the first meeting of the Board after the annual meeting of members next following her/his designation, until her/his successor has been designated. Any member of the Committee may be removed at any time, with or without cause, by the affirmative vote of a majority of the whole Board.

ARTICLE IV. OFFICERS/Directors

4.1 Election, Tenure and Compensation.

The officers of the Corporation shall be a President, Vice-President, Secretary, Treasurer, and three Directors. The officers shall be elected annually by the Board of Directors. An individual who holds more than one office in the Corporation may act in more than one capacity to execute, acknowledge

or verify any instrument required to be executed, acknowledged or verified by more than one officer. The compensation or salary paid all officers of the Corporation shall be fixed by resolutions adopted by the Board of Directors.

In the event that any office other than an office required by law shall not be filled by the Board of Directors or, once filled, subsequently becomes vacant, then such office and all references thereto in these By-Laws shall be deemed inoperative unless and until such office is filled in accordance with the provisions of these By-Laws.

Except where otherwise expressly provided in a contract duly authorized by the Board of Directors, all officers and agents of the Corporation shall be subject to removal at any time, with or without cause, and all vacancies (however rising) may be filled at any time, by the affirmative vote of a majority of the Board of Directors, and all officers, agents and employees shall hold office at the discretion of the Board of Directors or of the officers appointing them.

4.2 Powers and Duties of the President.

The President shall be the chief executive officer of the Corporation and shall have general control of all its business and affairs and properties. She/he shall preside at all meetings of the members and the Board of Directors.

The President may sign and execute all authorized bonds, contracts or other obligations in the name of the Corporation. She/he shall have the general powers and duties of supervision and management usually vested in the office of president of a corporation. The President shall be ex-officio a member of all standing committees.

4.3 Powers and Duties of the Vice-President.

The Board of Directors shall elect a Vice-President. The Vice-President may sign and execute all authorized bonds, contracts or other obligations in the name of the Corporation. Each Vice-President shall have such other powers and shall perform such other duties as may be assigned to him by the Board of Directors or the President. In case of the absence or disability of the President, any Vice-President shall perform the duties of that office, and the taking of any action by any such Vice-President shall be conclusive evidence of the absence or disability of the President.

4.4 Secretary.

The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors and members and all other notices required by these By-Laws, and in case of her/his absence or refusal or neglect to do so, any such notice may be given by any person thereunto directed by the President, or by the Director or officer upon whose written request the meeting is called as provided in these By-Laws. The Secretary shall record all the proceedings of the meetings of the members or Board of Directors and shall perform such other duties as may be assigned to by the Board of Directors or the President. She/he shall have custody of the seal of the Corporation and shall affix the same to all instruments requiring it, when authorized by the Board of Directors or the President, and attest the same. In general, the Secretary shall perform all the duties generally incident to the office of Secretary, subject to the control of the Board of Directors and the President.

4.5 The Treasurer shall have custody of all the funds and securities of the Corporation, and shall keep full and accurate account of receipts and disbursements in books belonging to the Corporation. The Treasurer shall deposit all moneys and other valuables in the name and to the credit of the Corporation in such depository or depositories as may be designated by the Board of Directors.

The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements. She/he shall render to the President and the Board of Directors, whenever either of them so requests, an account of all her/his transactions as Treasurer and of the financial condition of the Corporation.

The Treasurer shall give the Corporation a bond, if required by the Board of Directors, in a sum, and with one or more sureties, satisfactory to the Board of Directors, for the faithful performance of the duties of her/his office and for the restoration to the Corporation in case of her/his death, resignation, retirement or removal from office of all books, papers, vouchers, moneys, and other properties of whatever kind in her/his possession or under her/his control belonging to the Corporation.

The Treasurer shall perform all the duties generally incident to the office of the Treasurer, subject to the control of the Board of Directors and the President.

Through the Corporation Disaster Recovery Plan, the treasurer shall disclose to the President and one other executive officer all information in regards to accessing all accounts as to security codes, passwords, codes, answers to security questions. Upon resignation of Treasurer, these items shall be immediately changed for confidentiality and security.

4.6 Directors

There shall be three members of the Board of Directors elected by the Board of Directors at the Annual meeting.

4.7 Reserved

4.8 Appointment of Officers.

In case of the absence of any officer of the Corporation, or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate, for the time being, the powers or duties, or any of them, of such officers to any other officer, provided a majority of the Board of Directors of the Corporation concur therein.

ARTICLE V. MEMBERSHIP

5.1 Election of Members to Corporation.

The members of the Corporation shall consist of three classes as follows:

5.1.1 Full Members. A full membership is available to those individuals involved in the art of handwriting analysis who are elected to membership by the Board of Directors after determination by the Board that the individual meets the requirements of the Corporation for membership. Each full member has the right to vote at all meetings of the membership pursuant to Paragraph 2.7,

above.

5.1.2 Associate Members. Associate membership is available to students, novice handwriting analysts and persons who support or are otherwise interested in handwriting analysis. Associate members do not have a vote or a voice at membership meetings.

5.1.2 Founding Members. Founding members consist of those five individuals who organized and founded the Corporation.

5.1.3. State Constituent Associations

State constituent associations are state associations of handwriting analysts/students who recognize the importance of national affiliation. To receive the designation "State Constituent", Associations shall annually contribute \$15.00 per member to the National Association.

5.1.3. Leadership Council

There shall be a Leadership Council whose members are nominated by the President and appointed by the Board. The Council is chaired by the President or Vice-President and is comprised of individuals filling positions for various components of research and education mission of the organization.

5.2 Closing Membership Roles.

The Board of Directors may fix the time, not exceeding ten (10) days preceding the date of any meeting of members or any date for the allotment of rights, during which time the membership roles of the Corporation shall be closed as a record date for the determination of the members entitled to notice of and to vote at such meeting and only members of record on such date shall be entitled to notice of and to vote at such meeting.

**ARTICLE VI.
CORPORATE SEAL**

6.1 Seal.

The corporate seal shall be circular in form and shall have inscribed thereon the name of the Corporation, the year of its organization and the word "Maryland". Duplicate copies of the corporate seal may be provided for use in the different offices of the Corporation, but each copy thereof shall be in the custody of the Secretary of the Corporation or an Assistant Secretary of the Corporation nominated by the Secretary.

**ARTICLE VII.
BANK ACCOUNTS**

7.1 Bank Accounts.

Such officers or agents of the Corporation as from time to time shall be designated by the Board of Directors shall have authority to deposit any funds of the Corporation in such banks or trust companies as shall from time to time be designated by the Board of Directors and such officers or agents as from time to time shall be authorized by the Board of Directors may withdraw any or all of the funds of the Corporation so deposited in any bank or trust company, upon checks, drafts or other instruments or orders for the payment of money, drawn against the account or in the name or on behalf of this Corporation, and made or signed by such officers or agents; and each bank or trust

company with which funds of the Corporation are so deposited is authorized to accept, honor, cash and pay, without limit as to amount, all checks, drafts or other instruments or orders for the payment of money, when drawn, made or signed by officers or agents so designated by the Board of Directors until written notice of the revocation of the authority of such officers or agents by the Board of Directors shall have been received by such bank or trust company.

There shall from time to time be certified to the banks or trust companies in which funds of the Corporation are deposited, the signature of the officers or agents of the Corporation so authorized to draw against the same. In the event that the Board of Directors shall fail to designate the persons by whom checks, drafts and other instruments or orders for the payment of money shall be signed, as hereinabove provided in this Section, all of such checks, drafts and other instruments or orders for the payment of money shall be signed by the President or a Vice-President and countersigned by the Secretary or Treasurer or an Assistant Secretary or an Assistant Treasurer of the Corporation.

ARTICLE VIII. REIMBURSEMENTS

8.1 Employee Expenses.

Any payments made to an officer or other employee of the Corporation, such as salary, commission, interest or rent, or entertainment expense incurred by him, which shall be disallowed in whole or in part as a deductible expense by the Internal Revenue Service, shall be reimbursed by such officer or other employee of the Corporation to the full extent of such disallowance. It shall be the duty of the Board of Directors to enforce payment of each such amount disallowed. In lieu of payment by the officer or other employee, subject to the determination of the Board of Directors, proportionate amounts may be withheld from her/his future compensation payments until the amount owed to the Corporation has been recovered.

ARTICLE IX. INDEMNIFICATION

9.1 Definitions.

As used in this Article IX, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time, (the "Indemnification Section") shall have the same meaning as provided in the Indemnification Section.

9.2 Indemnification of Officers.

The Corporation shall indemnify and advance expenses to an officer of the Corporation in connection with proceedings to the fullest extent permitted by and in accordance with the Indemnification Section.

9.3 Indemnification of Employees and Agents.

With respect to an employee or agent, other than an officer, of the Corporation, the Corporation may, as determined by the Board of Directors of the Corporation, indemnify and advance expenses to such employee or agent in connection with a proceeding to the extent permitted by and in accordance with the Indemnification Section.

**ARTICLE X.
AMENDMENTS**

10.1 Amendment of By-Laws.

The Board of Directors shall have the power and authority to amend, alter or repeal these By-Laws or any provision thereof, and may from time to time make additional By-Laws.

**ARTICLE XI.
MISCELLANEOUS PROVISIONS**

11.1 Fiscal Year.

The fiscal year of the Corporation shall end on the last day of December.

11.2 Notices.

Whenever, under the provisions of these By-Laws, notice is required to be given to any officer or member, it shall not be construed to mean personal notice, but such notice shall be given in writing, by mail by depositing the same in a post office or letter box, postpaid and addressed to each member or officer at such address as appears on the books of the Corporation and such notice shall be deemed to be given at the time the same shall be thus mailed. Notice to members shall be deemed to be given if published in any official publication of the Corporation and distributed to the membership at large. Any member or officer may waive any notice required to be given under these By-Laws.

**ARTICLE XIII
PARLIAMENTARY PROCEDURE**

The rules contained in the current edition of "Roberts Rules of Order Newly Revised" shall govern this Corporation in all cases to which they are applicable, and in which they are not inconsistent with these bylaws and standing rules.

**ARTICE XIV
DISSOLUTION**

In the event of dissolution of this Corporation the net assets, after all liabilities and obligations shall be paid, satisfied, or adequate provisions shall be made therefore, shall be distributed to conform to the object of this Corporation and shall qualify as provided b the IRS 501(C)(3) or amendments thereto in accordance with the Articles of Incorporation.