

CONSTITUTION & BYLAW COMMITTEE
Proposed Amendments Analysis Statement

Amendment # 2023-01 Article IV, Government, Section 11

The adoption of this amendment will have a direct negative impact on those seeking election to an IAAI position by **restricting and prohibiting** those individuals from seeking election who share a common employer, agency, or entity with a current elected member regardless of assignment, geographical location, state or country.

Amendment # 2023-02 Article III Elections, Article IV Elections.

The adoption of this amendment will mandate the position of Secretary as a member of the Board of Directors. Adoption will bring the IAAI Constitution & Bylaws in conformance with requirements of the State of Maryland corporation laws as related to chartered organizations. No adverse impact is anticipated.

Amendment # 2023-03 Article IV Government, Article V Committees.

The adoption of this amendment will repeal the provisions of amendments # 2019-01 & #2019-02, which enacted restrictions on the President by limiting individual members who could be considered for appointment to committees and their appointment as a chairperson of said committees. No adverse impact of this amendment is anticipated.

PUBLIC COMMENTS

IAAI OFFICERS & BOARD OF DIRECTORS

*The IAAI Board of Directors “**Oppose**” Proposed Amendment # 2023-01 to the IAAI Constitution & Bylaws.*

***Substantiation:** Proposed Amendment # 2023-01 to the IAAI Constitution & Bylaws arbitrarily, artificially, and unnecessarily restricts and IAAI member’s ability to serve and help accomplish the IAAI’s Mission and Strategic Plan. The IAAI is comprised of its frontline Chapters and Members. There are already reasonable restrictions in place concerning the election of only one IAAI Board Member (excluding IAAI Officers) from an IAAI Chapter. “The proposed amendment purports to address a problem what does not exist.”*

*The IAAI Board of Directors “**Support/endorse**” Proposed Amendment # 2023-02 to the IAAI Constitution & Bylaws.*

***Substantiation:** Proposed Amendment # 2023-02 to the IAAI Constitution & Bylaws is warranted to bring the IAAI into compliance with Maryland Law. The IAAI recently learned that it is not in compliance with Maryland Law governing corporations. The IAAI’s external CPA and the IAAI’s management company, SMG, have confirmed this fact to the IAAI. The IAAI was incorporated under Maryland law and the IAAI is headquartered in Maryland. Maryland law requires that one of the IAAI’s officers be a Secretary/Treasurer. These can be the same person. The proposed Amendment will bring the IAAI into compliance while not requiring another member elected position.*

The IAAI Board of Directors “Support/endorse” Proposed Amendment # 2023-03 to the IAAI Constitution & Bylaws.

***Substantiation:** Proposed Amendment # 2023-03 to the IAAI Constitution & Bylaws is warranted to ensure the IAAI President can discharge his/her constitutional duties to identify and appoint the best and most qualified person(s) to lead an IAAI Committee or IAAI Task Group. The existing language unnecessarily restricts the IAAI President from fulfilling his/her constitutional duties. The aim should be who is the best person(s) to serve, not that they maybe already serving in some capacity. In addition, the IAAI President appoints a Task Group to accomplish a specific task. The Task Group should remain in effect until the task is completed, at which time the IAAI President would dissolve the Task Group. Placing such arbitrary, artificial, ad unnecessary time constraints is also counterproductive to the advancement to the IAAI’s Mission and Strategic Plan. The existing language unnecessarily restricts the IAAI President by limiting the time a task group can serve.*

IAAI PAST PRESIDENTS’ COUNCIL

The Past Presidents of the International Association of Arson Investigators and members of the IAAI Past Presidents Council recently became aware of Proposed Amendment #2023-01 that would expand the language in Article IV, Government, Section 11. Elections to restrict board membership to one individual per employer and/or agency, in addition to the current restrictions based on State, Territory, District, Chapter or Province.

*After careful consideration and discussion by the Past Presidents Council, the undersigned IAAI Past Presidents stand “**adamantly opposed**” to this amendment and recommend the membership cast a “No” vote on this proposal. We would request that this opposition be published to the general membership via website posting, electronic mail, and any other means deemed appropriate by the IAAI Constitution and Bylaws Committee and the IAAI Board of Directors.*

We believe that such an overreaching restriction on board service would have an unintended chilling effect on IAAI service by larger organizations, such as SEA, NEFCO, State Farm, ATF, and other national companies and agencies that have historically worked to support the IAAI and its mission to “Unite for mutual benefit those public officials and private persons engaged in the control of arson and kindred crimes.” The members of the Past President’s counsel, who bring a depth of experience working within the government of the IAAI to promote the IAAI and its core mission over the past 75 years, are not aware of a time in our history where any of our partner organizations worked to compromise the government of the IAAI through overrepresentation on our board of directors. This proposed bylaw serves no reasonable purpose that the general membership cannot otherwise consider and enforce themselves through our election system.

We stand united against this bylaw change and encourage all members to duly consider and reject proposed amendment #2023-01 by voting “No”.

*Additionally, we have reviewed proposed changes #2023-02 and #2023-03 and believe both are **in the best interest of the IAAI**, ensuring compliance with local law and giving the board and executive team necessary discretion to ensure effective management and operation of the association. We would encourage the membership to support proposed changes #2023-02 and #2023-03, voting affirmatively for each.*

Daniel B. Lemieux (President 1981-1982)	Thomas R. Brace (President 1986-1987)
David M. Smith (President 1989-1990)	Jack A. Ward (President 1991-1992)
Robert B. Whitemore (President 1993-1994)	Jack V. Yates (President 1995-1995)
Judith E. Maydew (President 1998-1999)	Robert R. Kramer (President 1999-2000)
Gerald Naylis (President 2000-2001)	I.J. Kranats (President 2001-2002)
Lloyd Johnson (President 2002-2003)	Michael Schlatman (President 2004-2005)
Thomas Fee (President 2006-2008)	Robert J. Schaal (President 2009-2010)
Rodney Pevytoe (President 2011-2012)	Roger Krupp (President 2012-2013)
Peter Mansi (President 2014-2015)	Daniel Heenan (President 2015-2016)
Scott Bennett (President 2017-2018)	William T. Moylan (President 2018-2019)
Grimm (President 2019-2020)	Barry M. Richard Jones (President 2020-2021)
Robert K. Toth, (President 2021-2022)	Charles "Randy" Watson (President 2022-2023)

R Watson, Immediate Past President

2023-01 – Article III, Section 1.

I am speaking in “opposition” to this amendment. This amendment would further restrict our members from being able to serve our association. We want to be as inclusive as possible within our association. The simple fact that a member in California is on the board from an agency or employer, should not prohibit another member from North Carolina (or any other part of the world) from being on the board, even if they are with the same employer. These two members may not even know one another. This proposal is unnecessarily restrictive. This proposed amendment should be rejected by the membership. While two members from the same agency or employer have been on the board at the same time in the past, this is rare.

2023-02 – Article III and Article IV

I am speaking in favor of this amendment. Laws governing corporations are very specific. If the laws where IAAI is incorporated require this position, then it is a necessity that this amendment be passed.

2023-03 – Article IV and V

I am speaking in favor of this amendment. These sections should be struck as they place arbitrary restrictions on the President and Association for conducting business in the most effective way. The current language (in Article V, section 4) conflicts with the duties of the President, as listed in Article IV. The President is charged with appointing committees and task group to assist in conducting the business of the Association. The President should be able to appoint the committee chairs, that the President feels will best serve the Association. That should be the primary reason behind who is appointed. We should appoint the best person for the position, period. The language in Article IV, section D should also be struck. This section places artificial time restrictions on the President’s ability to appoint task groups to address specific issues. Task Groups should be appointed for a specific purpose or task. Once that purpose has been fulfilled or the task completed, the Task Group should be dissolved. Arbitrary time limitations should not be implemented. The only time limitation should be when the task is completed. If, once a task group is appointed, it is determined that there is an ongoing need for their work to continue, then the Task Group should be made into a committee. I would encourage support for this amendment.

D Bridges, Vice President

2023-01: Article IV Government

I oppose Proposed Amendment No. 2023-01 to the IAAI-Constitution & By-Laws because it arbitrarily, artificially, and unnecessarily restricts an IAAI-Member's ability to serve and help accomplish the IAAI's Mission and Strategic Plan. The IAAI is comprised of its frontline Chapters and Members. There are already reasonable restrictions in place concerning the election of only one IAAI-Board Members (excluding IAAI-Officers) from an IAAI-Chapter. The Proposed Amendment purports to address a problem that does not exist.

2023-02 Article III and IV

I support/endorse Proposed Amendment No. 2023-02 to the IAAI-Constitution & By-Laws. The Proposed Amendment it is warranted to bring the IAAI into compliance with Maryland law. I understand the IAAI recently learned that it is not in compliance with Maryland law governing corporations. I also understand the IAAI's external CPA, Holly Barrett, and IAAI's association management company, SMG, have confirmed this fact to the IAAI. The IAAI was incorporated under Maryland law and the IAAI is headquartered in Maryland. Maryland law requires that one of the IAAI's officers be a Secretary/Treasurer. These can be the same person. I believe the Proposed Amendment will bring the IAAI in compliance while not requiring another member elected position.

2023-03 Article IV Government

I support/endorse Proposed Amendment No. 2023-03 to the IAAI-Constitution & By-Laws. The Proposed Amendment is warranted to ensure the IAAI-President can discharge his/her constitutional duties to identify and appoint the best and most qualified person to lead an IAAI-Committee or IAAI-Task Group. The existing language unnecessarily restricts the IAAI-President from fulfilling his/her constitutional duties. The aim should be who is the best person to serve, not that they may be already serving in some capacity. In addition, the IAAI-President appoints a Task Group to accomplish a specified task. The Task Group should remain in effect until the task is completed, at which time the IAAI-President would dissolve the Task Group. Placing such arbitrary, artificial, and unnecessary time constraints is also counterproductive to the advancement to the IAAI's Mission and Strategic Plan. The existing language unnecessarily restricts the IAAI-President by limiting the time a task group can serve.

IAAI MEMBERS COMMENTS

S Brecken

Article IV section 8 secretary / treasurer second line not sure what you mean. If the sec/treasury does not vote, why should they be chairman of the budget committee?

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A Bullough

Whilst I understand and appreciate more than most how hard it is to get people to give up their time for such committees and responsibilities, and the subsequent intent of the proposed change, I would argue that the IAAI is not engaging the broader membership enough to fill those roles instead. By all means, increase the chair number to two and number of committees to 3 if necessary, but surely such a change is not required when international representation is usually keen to have such involvement, but is rarely asked.

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J Paol

The suggested change for Section 11 as it stands, is trying to avoid agency/employer stacking of the board, which is admirable, but I would suggest that it is not going far enough. The IAAI will never be truly international until its core and structure dictates as such.

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Are you saying that if I work for a private or public entity and another Board Member also works for the same entity, that 1 of us cannot run for office even if we are located in different states and may have no affiliation except for the paycheck?

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C Ricciardi

Article III, Elections, Terms and Offices. Section 1. Officers.

The officers of this Association shall be a President, a First Vice President, ~~and a~~ Second Vice President, and Secretary/Treasurer. *So the Secretary/Treasurer shall be appointed by the President and confirmed by a majority vote of the Board of Directors annually. So, the Treasurer (Secretary/Treasurer) gets SELECTED (appointed) by the President? It seems that this NEW officer, will have substantial authority of the COO of this organization. Where does this new officer fit into the Table of Organization?*

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M Roosevelt

Article IV Government

I believe this phrase is reversed. The ED should direct the SEC-T to do the following, not the manner in which it is written.

The Executive Director at the direction of the Secretary/Treasurer, shall keep the record and minutes of the Association and shall maintain currently the roll of members, the Constitution and all other documents of value.