

BY-LAWS OF
LEADERSHIP IN COUNTER TERRORISM ALUMNI ASSOCIATION

ARTICLE I

NAME AND PURPOSE

Section 1: Name

The name of this nonprofit organization shall be the “Leadership in Counter Terrorism Alumni Association (LinCT AA)” hereafter referred to as the Association, an incorporated nonprofit association whose Principal business location is in the State of Virginia, USA. As an incorporated body, the Association shall be deemed a separate and non-related affiliate of the Leadership in Counter Terrorism Program. The Association is a tax-exempt organization, as provided under §501(c)(3) of the Internal Revenue Code of 1986 (“Code”) and is incorporated in the Commonwealth of Virginia.

Section 2: Purpose

The principal purpose of the Association will be the promotion of personal and professional development, networking, exchange of good practice, and global thinking of its Members from participating nations. Any and all major activities to be undertaken by the Association to change its nonprofit activities and any changes to be made to these Bylaws shall be subject to prior approval by the Full Members and Associate Members of the Association and by its Officers by a ballot as outlined in Article XVI.

ARTICLE II

MEMBERSHIP

Section 1: Eligibility

Membership in the association is limited to individuals (participants, syndicate directors, and program managers) who have completed the Leadership in Counter Terrorism (LinCT) program approved by the LinCT Board of Governors. There are multiple levels of membership established by the LinCT-AA Bylaws: Full Members, Associate Members and Affiliate Members.

A. Full Members

Full Members are LinCT graduates (as specified above) who are currently employed by a government agency whose mission includes the protection of the public from acts of terrorism. To be considered a Full Member for purposes of participation in the affairs and activities of the Association, the Full Member must be current in the payment of their membership dues, have been approved for membership, and must have signed a LinCT-AA Non-disclosure Agreement on file.

B. Associate Members

Associate members are individuals who are LinCT graduates, were employed by government agency, but are no longer employed by the government. To be considered an Associate Member for purposes of participation in the affairs and activities of the Association, the Associate Member must be current in the payment of their membership dues, have been approved for membership, and must have signed a LinCT-AA Non-disclosure Agreement on file.

C. Affiliate Members:

Affiliate Members are individuals who must be or have been a senior leader in the CT or Intelligence field who lead related operations, write or strongly influence policy and have some authority over both human and fiscal resources. This can include any person engaged in CT work strategically that would benefit the Association by being affiliated with it.

An individual may become an Affiliate Member only after the Association has extended an invitation. A candidate must be recommended by an Executive Officer or member of the Executive Advisory Board, followed by consideration and a majority vote of the Executive Officers and Executive Advisory Board.

Affiliate Members are not eligible to serve in any office or as a member of the Executive Advisory Board. Affiliate Members have no voting rights within the Association but may be appointed by the President to serve on a Committee. Affiliate Members may not represent or speak on issues on behalf of the Association unless expressly designated to do so by the President of the Association.

To be considered an Affiliate Member for purposes of notice and participation in the affairs and activities of the Association, the Affiliate Member must be current in the payment of their membership dues, have been approved for membership, and must have signed a LinCT-AA Non-disclosure Agreement on file.

Section 2: Voting Rights

Only Full Members and Associate Members of the Association shall have exclusive right to vote in the business affairs of the Association either electronically or in person.

If the vote is held electronically, then those eligible to take part will be notified via email along with a notice posted in the restricted section of the website not less than 30 days before the closing of the ballot.

Section 3: Denial of Membership

No individual member, agency, office or organization will be denied membership or active participation in the Association or its activities on the basis of sex, race, age, creed, color or national origin or on the basis of any other criterion unrelated to the principal tax-exempt purposes of the Association. No individual, agency or organization shall be eligible for any type of membership in the Association who is or was convicted of any offense which results in their appointment or license being revoked, or which would otherwise bring the Association into disrepute.

Section 4: Roster

The roster of any and all membership list(s) of this Association shall be deemed the private property of the Association and shall be used with regard only to matters concerning and related

to the principal tax-exempt activities of the Association. The individual names of the membership or the membership list of the Association shall not be used, sold or disseminated to any third party other than in the official course of business of the Association.

Section 5: Association Positions

No Full Member, Associate Member or Affiliate Member of the Association may represent or speak on issues on behalf of the Association without obtaining the prior approval of the President of the Association.

ARTICLE III

MEETINGS

Section 1: Time and Place of Regular Meetings

There shall be one regular meeting of the Association held for its general membership. “The Regular Meeting” of the Association will normally be held in conjunction with the Annual Conference of the LinCT-AA. Any such Regular Meeting or Conference/Exhibition shall provide various educational seminars, classes and courses of study and exhibits for the Association. In the event that the Annual Conference of the LinCT-AA is not held, the time and place of any such Regular Meeting shall be selected by the President of the Association along with the advice and consent of the Executive Officers of the Association. The President of the Association or their designate will liaise with and provide logistics, financial and any other support to the Conference/meeting location host(s) as deemed appropriate.

Section 2: Special Meetings Convened

“Special Meetings” of the Association may be called at the request of the President of the Association or upon the electronic or written request of the majority of the Members and Associate Members of the Association.

Section 3: Notice

Notice of all meetings of the Association to Full Members, Associate Members and Affiliate Members shall be made in writing and mailed either electronically or by United States Mail (or similar official mail service if mail outside the US) to all Members and shall include the date, time and location of the meeting. All notices of any Special or Regular Meetings of the Association or Standing Committee(s) of the Association shall state the specific purpose or purposes why any such Meeting is being called. Notice of any such Meetings shall be given not less than thirty (30) days before the date of any such meeting of the Association. Any and all Standing Committees, its membership and chairperson shall be appointed by the President of the Association.

Section 4: Quorum

A ‘super’ majority (two thirds) of Full Members or Associate Members present at any such Regular Meeting or Special Meetings may declare a Quorum with the concurrence of the Executive and all such meetings shall be conducted based upon Roberts Rules of Order.¹

Section 5: Minutes

The Minutes of any Regular Meeting or Special meeting of the Association shall be presented and approved at the next scheduled Regular Meeting of the Association. Copies of any and all

¹ Written by [Henry Martyn Robert](#), it governs the meetings of a diverse range of organizations—including non-profit associations.

Committee Minutes shall be sent to the Secretary of the Association within thirty (30) days after any such meeting and are available upon written request to the Secretary of the Association.

ARTICLE IV

OFFICERS OF THE ASSOCIATION

Section 1: Administration

The administration of the nonprofit business affairs of the Association shall be vested in the Executive Officers of the Association as provided in Article V of these Articles. Any assistant or secretary as provided for in the Articles of Incorporation shall not be considered a member of the Executive Officers of the Association for the purposes of this Article.

Section 2: Membership and Term of the Officers

The Executive Officers of the Association shall assume office at the close of the Regular Meeting of the Association.

Section 3: Duties

The Executive Officers of the Association shall manage the overall business of the Association. The Executive Officers of the Association may appoint Staff Members to manage the day-to-day activities of the Association.

Section 4: Quorum

Any three of the Executive Officers of the Association shall constitute a quorum at any Meeting of the Executive Officers of the Association. All meetings shall be conducted under Roberts Rules of Order.

ARTICLE V

EXECUTIVE OFFICERS

Section 1: Terms of Office

The Executive Officers of the Association shall be Full Members of the Association and consist of the President, the Vice President, the Treasurer, and the Secretary of the Association who shall be elected for a one-year term by the Full Members and Associate Members of the Association electronically or at the Annual Regular Meeting. All the Officers shall take their office following their election at the end of the regular meeting of the Association.

Section 2: Duties of President

The President shall preside at all meetings of the Association and of the Officers of the Association; be an ex-officio member of all Committees and make all the appointments of the Chair of all Committees of the Association. The President shall also be responsible for maintaining liaison with the LinCT Board of Governors and any other persons or organizations as appropriate.

Section 3: Duties of Other Officers

The Vice President shall:

- (a) In the absence of the President or vacancy in the Presidency of the Association, perform all duties of the President; and

- (b) Serve as Chair at the Regular Meeting or Special meetings in absence of the President; and
- (c) Perform such other duties as the President may designate or as designated by the Officers of the Association or under these Bylaws; and
- (d) If the Office of the President becomes vacant for any other reason, shall serve out the remaining term as President of the Association.
- (e) See that all meetings of the Association are conducted in accordance with the Bylaws of the Association and in accord with accepted parliamentary procedures and Roberts Rules of Order.

The Treasurer shall:

- (a) Collect all monies of the Association.
- (b) Deposit or cause to be deposited same in any federally insured bank or financial institution accounts as approved by the Officers of the Association and to conduct its business through checking or savings accounts and to purchase Certificates of Deposits or other time instruments or certificates not to exceed \$100,000 (US) in any such bank or financial institution.
- (c) Keep an account and budget of all funds and shall cause the disbursement on order of the Officers of the Association. Such order will be assumed in the case of a disbursement of less than \$500.00 (US).
- (d) Submit financial reports/returns at each Meeting and an Annual financial report at one Regular Meeting of the Association as prepared by a certified public accountant retained by the Association for this tax and financial purpose.
- (e) Submit records for audit annually, if required, by the certified public accountant of the Association.
- (f) Submit any and all federal, state and local income tax returns or annual personal property or other required returns or reports as required on behalf of the Association.

The Secretary shall:

- (a) Keep a record of the proceedings of all Regular and Special meetings of the Association and the Officers of the Association.
- (b) Assist the President in preparation of the agenda for any of the Meetings of the Association and maintain a record of any and all Meetings to be held as part of the permanent records of the Association.
- (c) Furnish to any member, upon written request, a copy of the minutes.
- (d) Prepare and respond to correspondence on behalf of the Association as directed by the Officers of the Association.

ARTICLE VI

EXECUTIVE ADVISORY BOARD

Section 1: Terms of Office

The Past Presidents of the Association that are Full Members or Associate Members of the

Association will constitute the Executive Advisory Board. The President, on behalf of the Executive, may also appoint a Full Member or Associate Member who has served in a position on the Executive to serve on the Executive Advisory Board.

Section 2: Role of The Executive Advisory Board

The Executive Advisory Board shall support the work of the Executive and this normally includes taking leadership roles on committees or other workstreams at the direction of the President.

Section 3: Immediate Past President

The immediate Past President shall de-facto be the Chair of the Executive Advisory Board and coordinate activities of the Board and its members on behalf of the President.

ARTICLE VII

ASSOCIATION PUBLICATION

Section 1: Authorization

(a) The Officers of the Association will be responsible for the production and circulation of an Annual LinCT-AA Report, which will incorporate: (i) Membership Committee Report; (ii) Training and Development Report; (iii) Finance and Audit Report; and (iv) Communications Committee Report.

(b) The Association may issue a separate official publication periodically for use of its entire membership following and with the advice of the President of the Association.

ARTICLE VIII

COMMITTEES

Section 1: Committee Roster

The Association shall establish and maintain the following standing committees: Membership Committee; Training and Development Committee; Finance and Audit Committee; and Communications Committee. There shall be as many other Committees as the Officers of the Association deems necessary.

Section 2: Appointments

Chair, Vice Chair, and members of all Committees shall be appointed by the President of the Association.

Section 3: Chair's Duties

The Chair of each Committee may be requested to report on each Committee's activities to the President and/or Officers of the Association. The Officers of the Association shall define any other duties to be performed by these Committees. The Secretary of any Committee shall prepare minutes of any meeting and shall forward all such Minutes to the Secretary of the Association.

Section 4: Subcommittee

The Chair of any Committee, following and with the advice of the President of the Association provided for in this Article shall have the power to appoint subcommittees as necessary.

ARTICLE IX

STAFF MEMBERS OF ASSOCIATION

Section 1: Executive Director, Associate Directors and staff

The Association may retain an Executive Director, Associate Director(s) and staff to conduct the day-to-day operation of the Association. Subject only to the policy determinations of the President, and the Officers of the Association, the Executive Director Shall have the authority to:

- (a) Contract and pay on behalf of the Association for the office space, furniture, equipment, supplies, and such other administrative services as the Association may require.
- (b) Maintain the records and files of the Association and handle its general correspondence.
- (c) Cause an annual budget to be prepared, supervise the keeping of financial records, and take such action as is necessary to assure collection, payment and accounting of the Association's funds.
- (d) Organize and supervise all research and educational programs and grants of the Association.
- (e) Give general supervision over the preparation, editing, and distribution of the Association's official publications.
- (f) Obtain such surety bonds or liability insurance for officers and employees of the Association, the cost thereof to be borne by the Association.
- (g) Submit of all books and papers to a certified public accountant or firm retained for annual audit or whenever ordered by the president, or the Officers of the Association of the Association.
- (h) Negotiate, execute, and administer contracts, grants, or other financial awards, which will advance the non-profit objectives of the Association.
- (i) In general, serve as the executive agent to the Association and to the Officers of the Association to the extent permitted by law.
- (j) Delegate any of the above functions to the Associate Director(s) as required.

The Association shall retain an attorney or law firm to serve as General Counsel and accountant or certified public accounting firm to prepare any and all federal or state income tax returns, financial statements, solicitation statements, accounting records, if required, and to audit the financial affairs of the Association in accordance with uniform accounting principles.

Section 2: Duties of Staff Members

To assist in the ongoing operation of this Association, the Officers of the Association may employ or appoint such paid or unpaid staff as necessary to assist in the day-to-day business activities of the Association in performing all its regular, ordinary and necessary Association business and educational activities. The President of the Association shall be advised on a periodic basis with regard to the day-to-day business activities undertaken, expenses paid, and the operating funds held on behalf of the Association.

ARTICLE X

FUNDS OF THE ASSOCIATION

Section 1: Annual Dues

Dues shall be set by the Officers of the Association and reviewed annually. Annual Dues are due by January 15 of each calendar year and will not be prorated.

Section 2: Funds

The funds of the Association shall consist of:

- (a) Any operating funds of the Association as provided and to be held by the Officers of the Association, and
- (b) Such other funds or trust funds as the Officers of the Association may from time to time determine; and
- (c) Any investments as authorized by the Officers of the Association, which are consistent with applicable state and federal banking, insurance and security laws.

ARTICLE XI

NOMINATIONS AND ELECTIONS

Section 1: Regular Elections

Either electronically or in person at the Annual Regular Meeting, at least one candidate for President, Vice President, Treasurer, and Secretary shall be nominated and elected annually by a vote of the Full Members and Associate Members. All Officers of the Association shall assume their office at the close of the regular meeting following election.

Section 2: Special Elections

There will be no Special Elections. If a vacancy occurs in any office, an Election shall be held at the next Regular Scheduled Meeting, electronically or in person. In any interim period, the President may appoint a Full Member of the Association to fulfill the role of the vacant office until the next regular meeting.

Section 3: Voting

Full Members and Associate Members may participate in the election procedures as adopted by the Officers of the Association for casting any vote for an Officer. A ‘super’ (two thirds) majority of all votes cast shall constitute sufficient votes for a Full Member to become an Officer.

Section 4: Election Results

The President of the Association shall announce the results of the election electronically and at the applicable Annual Regular Meeting of the Association. Any officer appointed mid-term by the President shall assume office immediately to complete the unexpired term of office.

ARTICLE XII

RESIGNATIONS

Section 1: Written Resignations

Resignations of Officers, Committee Chairs and any Committee Members of the Association

shall be in writing to the President of the Association.

ARTICLE XIII

VACANCIES

Section 1: Vacancy of an Office

In the event of a vacancy of any office, an Election shall be held at the next Regular Scheduled Meeting, electronically or in person. In any interim period, the President may appoint a Full Member of the Association to fulfill the role of the vacant office until the next regular meeting.

ARTICLE XIV

REPORTS

Section 1: State Law Requirements

If required, the Officers of the Association shall present at the Annual Meeting a report, in accordance with the Not-for-Profit Corporation Law of the Commonwealth of Virginia, verified by the President and Secretary and by a majority of the Officers of the Association, or certified by an independent public or certified public accountant as retained by the Officers of the Association, containing the following information:

- (a) The assets and liabilities of the Association as of the end of a 12-month fiscal period. The fiscal year of the Association is on January 1st – December 31st basis.
- (b) The principal changes in assets and liabilities during the year immediately preceding the date of the report
- (c) The revenue or receipts of the Association for the fiscal year immediately preceding the date of the report
- (d) The expenses or disbursements of the Association during the year immediately preceding the date of the report
- (e) The number of members of the Association as of the date of the report, together with a statement of increase or decrease in such numbers during the year immediately preceding the date of the report, and a statement of the place where the names and places of residence of the current members may be found
- (f) Any report shall be filed with the Association and a copy thereof shall be entered into the minutes of the Regular Meeting of the Association.

Section 2: Committee Reports

Every Committee of the Association shall present reports to the Officers of the Association as directed by the President at the next regularly scheduled meeting of the Officers of the Association.

Section 3: Submission to Officers of the Association

No report shall be presented to the membership of the Association at a Meeting, which has not been previously submitted, to the Officers of the Association for approval. The Officers of the Association may advise changes or request additional information to be formulated in the report before it is presented to the membership of the Association.

ARTICLE XV

PROCEDURE

Roberts Rules of Order as revised shall govern the proceedings of all meetings of the Members, Committee and of the Officers of the Association.

ARTICLE XVI

AMENDMENTS TO BYLAWS

Section 1: Procedure

The Bylaws of the Association shall only be amended following a vote of Full Members and Associate Members of the Association that carry a two-thirds majority of those taking part. All proposed amendments to the Bylaws shall be submitted in writing to the Officers of the Association who will conclude whether proposal has merit to progress to full Association vote. Any subsequent discussion of a proposed amendment of the Bylaws may be conducted electronically and votes may be submitted in person at the annual Association reconvention meeting or electronically by a pre-determined date prior to the annual meeting.

Section 2: Compliance

Any amendment to these Bylaws effecting a change in the number of the Officers of the Association or duties of any Officer shall conform to the provisions of the Not-for-Profit Corporation Laws of the Commonwealth of Virginia approved under the Internal Revenue Code of 1986, as amended (“Code”).

ARTICLE XVII

MISCELLANEOUS

The Association shall use its funds only to accomplish the objectives and purposes specified in its Bylaws, and no part of said funds shall inure, or be distributed, to the individual members of the Association on dissolution of the Association. Any funds remaining shall be distributed to one or more regularly organized and qualified Section 501(c)(3) organization to be selected by the Officers of the Association.

Section 1: Limitation of Liabilities

Nothing contained in these Bylaws shall subject any Officer, Full Member, Associate Member, Affiliate Member, agent, or employee of the Association to any individual or personal liability in the normal course of their duties with the Association. Nor shall any Officer, Full Member, Associate Member, Affiliate Member, agent, or employee be held liable for his or her acts or failure to act under these Bylaws except for acts or omissions to act arising out of his/her own willful misfeasance/ malfeasance or gross misconduct. The association shall purchase all necessary liability and other insurance as may be deemed necessary to protect each individual officer who is acting in his official capacity and duty with regard to the Association.

Section 2: Logo(s)

The LinCT logo shall only be used upon written consent of the LinCT Board of Governors. A separate seal or logo or trademark has been created by and for the exclusive use of the Association and may be registered for the exclusive protection of the Association. The copyright of any such logo shall be for the sole use and property of the Association.

Section 3: Endorsements

The Association shall not endorse any candidates for any national, federal, state, or local elective or appointive office.