**Proposed adjustment to existing Bylaws regarding the constitution of the Association**

1. Background
	1. The current Articles of Statement were originally established on 3 April 2008 with subsequent minor amendments being restated on 21 April 2011. There have been subsequent amendments in 2018, 2021 and 2022 following due process. These articles provide the constitution of the Association.
	2. Articles I – XVI of the current Bylaws concerns the constitution and responsibilities of post holders within the Association.
	3. As the Association has grown over the years, so has the complexity of managing the responsibilities of governance and finance, particularly with the scale of monies associated with recent conferences and the development of corporate partnerships.
	4. Under the existing By-Laws, the four principal Officers carrying the responsibilities are the ‘Executive’ who are made up of serving senior officers. Concerns have been raised by the current Executive due to the nature of risk associated with the high values involved in corporate partnership, potential future procurement issues and general financial exposure.
2. Discussion
	1. Members of the Executive, the Executive Advisory Board and the Executive Directors have discussed a number of issues that relate to the current constitution, and it has been generally felt it does not reflect modern contemporary governance in light of the development of the Association over the years.
	2. Currently members of the Executive must be ‘Full Members’ and thereby still serving in a government/law enforcement capacity and this has caused issues with rapid turnover in recent times. There is an anomaly in that most of the Executive Advisory Board, and all the Executive Directors are currently Associate Members rather than full members and could not sit on the ‘Executive’ or take on their responsibilities.
	3. If the distinction between Full Membership and Associate Membership were removed, this would allow for different governance arrangements and alleviate the tension set out above. The other remaining category of Affiliate Membership would not be affected.
	4. A move to more of a ‘non-Executive Board model of governance would remove the responsibilities from those still in office but still provide oversight and accountability from the Executive Directors who would carry out all the functions of the current Executive.
	5. Provision exists to make amendments to the Bylaws under Article XV and the procedure is set out under Section 1:
* *The Bylaws of the Association shall only be amended by vote of a two-thirds majority of Members and Associate Members of the Association. 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.*
1. Proposal
	1. Following several informal discussions across the whole of the Executive, the Executive Advisory Board and between the Executive Directors, the following proposal has been reached:
		1. The By-Laws are re-written to reflect a more contemporary constitution that reflects a model akin to a non-Executive LinCT-AA Board.
		2. The Membership definitions are altered to reflect only two categories of Membership: Full Members and Affiliate Members.
		3. There is election each year of four new non-executive members of the Board that reflect, on rotation, the five-eyes make-up of the Association.
		4. The Chair of the Board may adopt the title of President of the Association for purposes of continuity and presentation.
		5. The Executive Directors are (re)appointed/affirmed each year by the Board.
		6. The Executive Directors take on all responsibilities that previously fell to the Executive.
	2. The remaining elements of the By-Laws relating to purpose, committees,
	3. The resulting By-Laws amendment are attached as **Appendix A**

Amendment Paper prepared by:

**John D Parkinson**

LinCT-AA

Executive Managing Director

Executive Advisory Board

24 May 2023

**APPENDIX A**

##### 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 of the Association and by its Board by a ballot as outlined in Article XV.

ARTICLE II

###### MEMBERSHIP

Section 1: Eligibility

There are two levels of membership established by the LinCT-AA Bylaws: Full Members and Affiliate Members:

1. Full Members

Full 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 who are currently or were 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 have been approved for membership, and must have signed a LinCT-AA Non-disclosure Agreement on file.

1. Affiliate Members:

Affiliate Members are individuals who:

1. Hold or have held a role as a senior leader in the CT or Intelligence field including any person engaged in CT work strategically that would benefit the Association by being affiliated with it.
2. Other persons who do not necessarily work in the field of CT but who have given extraordinary support to the LinCT Alumni Association may also be considered at the discretion of the LinCT- AA Board.

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

Affiliate Members are not eligible to serve in any office or as a member of the LinCT-AA Board. Affiliate Members have no voting rights within the Association but may be requested by the Board 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 an Executive Director.

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

Section 2: Voting Rights

Only Full Members 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 or Affiliate Member of the Association may represent or speak on issues on behalf of the Association without obtaining the prior approval of an Executive Director.

ARTICLE III

## MEETINGS

Section 1: Time and Place of Regular Meetings

There shall be one annual regular meeting of the Association held for its general membership. “The Regular Meeting” of the Association will normally be held at the same time as a LinCT-AA Conference. Any such Regular Meeting or Conference shall provide various educational panels, presentations and exhibits for the Association. In the event that a Conference of the LinCT-AA is not held, the time and place of any such Regular Meeting shall be selected by the Executive Managing Director of the Association after taking counsel from the LinCT-AA Board. The Executive Managing Director 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 Executive Managing Director or upon the electronic or written request of the majority of the Members of the Association.

Section 3: Notice

Notice of all meetings of the Association to Full Members and Affiliate Members shall be made in writing and mailed electronically 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 agreed by the LinCT-AA Board.

Section 4: Quorum

A ‘super’ majority (two thirds) of Full Members present at any such Regular Meeting or Special Meetings may declare a Quorum with the concurrence of the Executive Team and all such meetings shall be conducted based upon Roberts Rules of Order.[[1]](#footnote-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 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 Directors 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 Team of the Association for the purposes of this Article.

Section 2: Membership and Term of the Directors

The Executive Directors of the Association shall be Full Members and appointed by invitation and re-affirmed each year at the close of the Regular Meeting of the Association by the LinCT-AA Board.

Section 3: Duties

The Executive Directors of the Association shall manage the overall business of the Association as set out in Article V. The Executive Directors 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 Directors of the Association shall constitute a quorum at any Meeting of the Executive Directors of the Association. All meetings shall be conducted under Roberts Rules of Order.

ARTICLE V

EXECUTIVE DIRECTORS

Section 1: Terms of Office

The Association will retain Executive Directors to conduct the day-to-day operation of the Association. The Executive Directors shall be Full Members of the Association and consist of the Executive Managing Director, Executive Director (US), Executive Director (Canada), Executive Director (UK) and Executive Director (AU/NZ) to be representative of the Five-Eyes. Each Executive Director will have executive authority in their own jurisdiction with the Executive Managing Director taking a global and oversight perspective. This Executive Managing Director will have executive authority in the case of any conflicts or disputes between Executive Directors.

They shall be appointed by invitation and re-affirmed each year at the close of the Regular Meeting of the Association by the LinCT-AA Board. All the Executive Directors shall take their office following their appointment at the end of the regular meeting of the Association.

Section 2: Duties of Executive Managing Director

The Executive Managing Director shall preside at all meetings of the Association and of the Executive Directors of the Association; be an ex-officio member of all Committees. The Executive Managing Director 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 Executive Directors

One or all of the Executive Directors shall:

1. In the absence of the Executive Managing Director or vacancy in the Executive Managing Director of the Association, perform all duties of the Executive Managing Director; and
2. Perform such other duties as the Executive Managing Director may designate or as designated by the Members of the Association or under these Bylaws; and
3. If the Executive Managing Director becomes vacant for any other reason, shall serve out the remaining term as Executive Managing Director of the Association.
4. 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.
5. Collect and process all monies relating to the Association business.
6. 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.
7. 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).
8. 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.
9. Submit records for audit annually, if required, by the certified public accountant of the Association.
10. 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.
11. Keep a record of the proceedings of all Regular and Special meetings of the Association and the Executive Directors of the Association.
12. Assist the Executive Managing Director 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.
13. Furnish to any Member, upon written request, a copy of the minutes.
14. Prepare and respond to correspondence on behalf of the Association as directed by the Executive Managing Director of the Association.
15. Contract and pay on behalf of the Association for the office space, furniture, equipment, supplies, and such other administrative services as theAssociation may require.
16. Maintain the records and files of the Association and handle its general correspondence.
17. 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.
18. Organize and supervise all research and educational programs and grants of the Association.
19. Give general supervision over the preparation, editing, and distribution of the Association’s official publications.
20. Obtain such surety bonds or liability insurance for officers and employees of the Association, the cost thereof to be borne by the Association.
21. Submit of all books and papers to a certified public accountant or firm retained for annual audit or whenever requested by the LinCT-AA Board*.*
22. Negotiate, execute, and administer contracts, grants, or other financial awards, which will advance the non-profit objectives of the Association.
23. In general, serve as the executive agents to the Association to the extent permitted by law.

The Association may 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 4: Duties of any Staff Members

To assist in the ongoing operation of this Association, the Executive Directors in consultation with the LinCT-AA Board 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 LinCT-AA Board 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 VI

LinCT-AA BOARD

Section 1: Terms of Office

Four Full Members of the Association representing the regions of US, Canada, UK & AU/NZ shall be elected in a non-executive capacity on rotation at the Regular meeting to constitute the LinCT-AA Board along with other non-executive Members who have previously served under the title of ‘President’ in an earlier version of the constitution. One of the four elected Full Members shall be declared non-executive Chair of the LinCT-AA Board and may also adopt the title of ‘President of the Association’. All the Executive Directors will also be members of the LinCT-AA board and will update and report to the Board.

Section 2: Role of The LinCT-AA Board

The LinCT-AA Board shall support the work of the Executive Directors, and this normally includes taking leadership roles on committees or other workstreams at the request of the Executive Directors. The LinCT-AA Board will also (re) appoint the Executive Directors at the conclusion of the Regular Meeting each year.

Section 3: Quorum

Any three of the LinCT-AA Board (excepting the Executive Directors) shall constitute a quorum at any Meeting of the LinCT-AA Board. All meetings shall be conducted under Roberts Rules of Order.

ARTICLE VII

ASSOCIATION PUBLICATION

Section 1: Authorization

(a) The Directors 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 LinCT-AA Board and Executive Directors.

#### ARTICLE VIII

#### COMMITTEES

#### Section 1: Committee Roster

#### The Association may establish and maintain the following committees: Membership Committee; Training and Development Committee; Finance and Audit Committee; and Communications Committee. There shall be as many other Committees as the LinCT-AA Board and Executive Directors of the Association deems necessary.

Section 2: Appointments

Leadership and members of all Committees shall be appointed by the Chair of the LinCT-AA Board.

Section 3: Chair’s Duties

The Chair of each Committee may be requested to report on each Committee’s activities to the Executive Directors and/or the LinCT-AA Board. The LinCT-AA Board 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 Executive Managing Director of the Association.

Section 4: Subcommittee

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

ARTICLE IX

FUNDS OF THE ASSOCIATION

Section 1: Funds

The funds of the Association shall consist of:

(a) Any operating funds of the Association as provided and to be held by the Executive Directors of the Association, and

(b) Such other funds or trust funds as the Executive Directors of the Association may from time to time determine; and

(c) Any investments as authorized by the Executive Directors of the Association in consultation with the LinCT-AA Board which are consistent with applicable state and federal banking, insurance and security laws.

ARTICLE X

NOMINATIONS AND ELECTIONS

Section 1: Regular Elections

Either electronically or in person at the Annual Regular Meeting, four candidates for the LinCT-AA Board representing the US, Canada, UK & AU/NZ shall be nominated and elected annually by a vote of the Full Members. The Executive Directors shall also be invited or reaffirmed at this meeting. All members of the LinCT-AA Board 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 position, an Election shall be held at the next Regular Scheduled Meeting, electronically or in person. In any interim period, the Executive Managing Director in consultation with the Chair of the LinCT-AA Board may appoint a Full Member of the Association to fulfill the role of the vacant position until the next regular meeting.

Section 3: Voting

Only Full Members may participate in the election procedures as adopted by the LinCT-AA Board for casting any vote for a member of the Board or as an Executive Director. A ‘super’ (two thirds) majority of all votes cast shall constitute sufficient votes for a Full Member to assume the position.

Section 4: Election Results

The Chair of the LinCT-AA Board 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 Executive Managing Director in consultation with the Chair of the LinCT-AA Board shall assume office immediately to complete the unexpired term of office.

ARTICLE XI

RESIGNATIONS

Section 1: Written Resignations

Resignations of members of the LinCT-AA Board, Executive Directors, Committee Chairs and any Committee Members of the Association shall be in writing to the Executive Managing Director and Chair of the LinCT-AA Board.

ARTICLE XII

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 Executive Managing Director in consultation with the Chair of the LinCT-AA Board may appoint a Full Member of the Association to fulfill the role of the vacant office until the next regular meeting.

ARTICLE XIII

REPORTS

Section 1: State Law Requirements

If required, the Executive Directors 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 Executive Managing Director and the Chair of the LinCT-AA Board of the Association, or certified by an independent public or certified public accountant as retained by the Executive Directors of the Association, containing the following information:

1. 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

1. 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
2. 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 LinCT-AA Board as at the next regularly scheduled meeting.

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 Executive Managing Director in consultation with the Chair of the LinCT-AA Board for approval.

ARTICLE XIV

PROCEDURE

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

ARTICLE XV

## AMENDMENTS TO BYLAWS

Section 1: Procedure

The Bylaws of the Association shall only be amended following a vote of Full 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 Executive Directors of the Association who, in consultation with the LinCT-AA Board 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 Executive Directors of the Association or duties of any Member shall conform to the provisions of the Not-for-Profit Corporation Laws of theCommonwealth of Virginia approved under the Internal Revenue Code of 1986, as amended (“Code”).

ARTICLE XVI

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 Executive Directors of of the Association in consultation with the LinCT-AA Board.

Section 1: Limitation of Liabilities

Nothing contained in these Bylaws shall subject any Executive Director, Full 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 Executive Director, Full 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)

A 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.

1. Written by [Henry Martyn Robert](https://en.wikipedia.org/wiki/Henry_Martyn_Robert), it governs the meetings of a diverse range of organizations—including non-profit associations. [↑](#footnote-ref-1)