

April 12, 2011

BYLAWS OF  
LEADERSHIP IN COUNTERTERRORISM ALUMNI ASSOCIATION

ARTICLE I  
NAME AND PURPOSE

Section 1: Name

The name of this nonprofit organization shall be the “Leadership in Counterterrorism Alumni Association (LinCT AA)” hereafter referred to as the Association, an incorporated nonprofit association whose Principal business location is in the Commonwealth 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 education and training of its Members and Associate Members; promotion of personal and professional development, networking, exchange of good practice, and global thinking of its Members and Associate Members from participating nations. It will also provide charitable relief when necessary and appropriate to law enforcement and government personnel and their families. 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 Members and Associate Members of the Association and by its Officers by a ballot as outlined in Article XV.

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 two levels of membership established by the Association Bylaws: Members and Associate Members. 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. Associate Members are individuals who are LinCT graduates, were employed by government agency, but are no longer employed by the government. To be considered a Member or Associate Member for purposes of participation in

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the affairs and activities of the Association, the Member or Associate Member must be current in the payment of their membership dues, have been approved for membership, and must have signed a Association Non-disclosure Agreement on file.

Section 2: Voting Rights

Eligible 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.

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 Member or Associate 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 be held in conjunction with the Annual Reconvension of LinCT Graduates. 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 Reconvension of LinCT Graduates 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 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 Reconvension/meeting location host(s) as deemed appropriate.

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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 Members and Associate 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 majority of the Association’s Membership present at any such Regular Meeting or Special Meetings shall constitute a quorum and all such meetings shall be conducted based upon Roberts Rules of Order.

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 Officers of the Association as provided in Article VI of these Articles. Any assistant secretary as provided for in the Articles of Incorporation shall not be considered a Member of the Officers of the Association for the purposes of this Article.

Section 2: Membership and Term of the Officers

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

Section 3: Duties

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

Section 4: Quorum

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

ARTICLE V  
OFFICERS

Section 1: Terms of Office

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

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.

ARTICLE VI

ASSOCIATION PUBLICATION

Section 1: Authorization

- (a) The Officers of the Association will be responsible for the production and circulation of an Annual Association 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 VII 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 VIII STAFF MEMBERS OF ASSOCIATION

### Section 1: Executive Director and Staff

The Association may retain a paid or unpaid Executive Director 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.

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- (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.
- (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.

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 IX

### 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

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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 X  
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, Secretary, and Treasurer shall be nominated and elected annually by a vote of the Active Members. All Officers of the Association shall assume their office immediately upon election at the close of the regular meeting.

Section 2: Special Elections

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

Section 3: Voting

Member 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 majority of all votes cast shall constitute sufficient votes for a 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 XI  
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 XII  
VACANCIES

Section 1: Vacancy of an Office

In the event of a vacancy of any office, an Election shall be held electronically or at the next Regular Scheduled Meeting. In any interim period, the President may appoint a 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 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 1<sup>st</sup> – December 31<sup>st</sup> 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

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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; and,

- (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 XIV 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 XV AMENDMENTS TO BYLAWS

### Section 1: Procedure

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.

### Section 2: Compliance

Any amendment to these Bylaws effecting a change in the number of the Officers of the

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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 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 Officers of the Association.

### Section 1: Limitation of Liabilities

Nothing contained in these Bylaws shall subject any Officer, Member, Associate 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, Member, Associate 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

The LinCT logo shall be used upon written consent of the LinCT Board of Governors. A separate seal or logo or trademark may be provided 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: Conflict of Interest

The purpose of the conflict of interest policy is to protect the Association’s interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of one of its officers or directors, or that might otherwise result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable Virginia and federal laws governing conflict of interest applicable to nonprofit and charitable corporations and is not intended as an exclusive statement of responsibilities.

A) *Definitions:*

Unless otherwise defined, the terms used in this section have the following meanings:

1. “Interested Persons” - Any director, principal officer, or Member of a committee with governing Board delegated powers, which has a direct or indirect financial interest, as defined below, is an interested person.
2. “Financial Interest” - A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
  - (a) An ownership or investment interest in any entity with which the Association has a transaction or arrangement;
  - (b) A compensation arrangement with the Association or with any entity or individual with which the Association has a transaction or arrangement; or
  - (c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Association is negotiating a transaction or arrangement.
  - (d) Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the Board or committee decides that a conflict of interest exists.

B) *Procedures*

1. Duty To Disclose.

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors, who are considering the proposed transaction or arrangement.

2. Determining Whether A Conflict Of Interest Exists.

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, the interested person shall leave the Board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board Members shall decide if a conflict of interest exists.

3. Procedure For Addressing The Conflict Of Interest.

In the event that the Board determines that a proposed transaction or arrangement presents a conflict of interest, the Board shall take the following actions:

- (a) An interested person may make a presentation at the Board meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- (b) The Chairperson of the Board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- (c) After exercising due diligence, the Board shall determine whether the Association can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- (d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Association's best interest, for its own benefit, and whether it is fair and reasonable. It shall make its decision as to whether to enter into the transaction or arrangement in conformity with this determination.

4. Violations Of The Conflict Of Interest Policy.

If the Board has reasonable cause to believe an interested person has failed to disclose actual or possible conflicts of interest, it shall inform the interested person of the basis for such belief and afford the interested person an opportunity to explain the alleged failure to disclose.

If, after hearing the interested person's response and after making further investigation as warranted by the circumstances, the Board determines the interested person has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

5. Records And Procedures: The minutes of the Board and shall contain:

- (a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's decision as to whether a conflict of interest in fact existed.
- (b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the

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proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

6. Annual Statements.

Each director, principal officer and Member of a committee with Board-delegated powers shall annually sign a statement prepared by a Certified Public Accountant which affirms such person:

- (a) Has received a copy of the conflict of interest policy;
- (b) Has read and understands the policy;
- (c) Has agreed to comply with the policy; and
- (d) Understands the Association is charitable and in order to maintain its federal tax exemption it must engage primarily in activities, which accomplish one or more of its tax-exempt purposes.

Section 4: Compensation

A) *Definitions:*

Unless otherwise defined, the terms below have the following meanings:

- 1. "Highest Compensated Employee" - Any employee of the Association, whose total compensation would require the employee to be listed in Part I of Schedule A of IRS Form 990, or in response to an equivalent question on any successor exempt organization annual return.
- 2. "Highest Compensated Independent Contractor" - Any independent contractor engaged by the Association, whose total compensation would require the contractor to be listed in Part II of Schedule A of IRS Form 990, or in response to an equivalent question on any successor exempt organization annual return.

B) *Procedures*

No director, officer, Highest Compensated Employee, or Highest Compensated Independent Contractor may receive compensation, directly or indirectly, from the Association unless such compensation is first determined by the disinterested directors, or an authorized committee thereof, to be just and reasonable to the Association.

The names of the persons who were present for discussions and votes relating to the compensation arrangement, the content of the discussion, including any the information used

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to determine the reasonableness of the compensation, and a record of any votes taken in connection with the proceedings shall be maintained in the minutes of the Association.

The determination of reasonableness shall be based upon information about compensation paid by similarly situated organizations for similar services, current compensation surveys compiled by independent firms or actual written offers from similarly situated organizations. Similarly situated organizations may include both taxable and tax-exempt organizations.

No director, principal officer, Highest Compensated Employee, or Highest Compensated Independent Contractor shall participate in the discussion and approval of his or her compensation, except that such persons may provide information to the disinterested directors as described in the conflict of interest policy above.

#### Section 5: Mutual Directors

No contract or transaction between the Association and any Virginia nonprofit public benefit corporation, of which one or more of its directors are directors of this Association, is void or voidable because such director(s) are present at a meeting of the Board which authorizes, approves, or ratifies the contract or transaction if the material facts as to the transaction and as to such director's other directorship are fully disclosed or known to the Board and the Board authorizes, approves, or ratifies the contract or transaction in good faith by a vote sufficient without counting the vote of the common director(s), or if the contract or transaction is just and reasonable as to the Association at the time it is authorized, approved, or ratified.

#### Section 6: Restriction on Interested Directors

Not more than forty-nine percent (49%) of the persons serving on the Board of Directors at any time may be interested persons. An interested person is (1) any person currently being compensated by the Association for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; and (2) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person. However, any violation of the provisions of this section shall not affect the validity or enforceability of any transaction entered into by the Association.

#### Section 7: Endorsements

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