

Articles of Restatement of  
Virginia Association of Chiefs of Police

The undersigned, pursuant to Chapter 10 of Title 13.1 of the Code of Virginia, states as follows:

1. The name of the corporation immediately prior to restatement is Virginia Association of Chiefs of Police.
2. The restatement contains an amendment to the articles of incorporation.
3. The text of the amended and restated articles of incorporation is attached hereto.
4. The restatement was proposed by the board of directors and submitted to the members in accordance with the provisions of Chapter 10 of Title 13.1 of the Code of Virginia. On September 27, 2011 at a meeting of the members at which a quorum was present, the total number of undisputed votes cast for the restatement by active members with voting rights, the only voting group, was 51 with zero votes in opposition, and the number cast for the restatement was sufficient for approval.

Executed in the name of the corporation by:



Dana G. Schrad

SCC ID #0724578 – 0

September 27, 2011

Executive Director/Secretary

Office: 804-285-8227

Amended and Restated Articles of Incorporation of  
Virginia Association of Chiefs of Police

ARTICLE I

NAME/REGISTERED OFFICE

The name of this corporation shall be Virginia Association of Chiefs of Police. The name of the corporation's initial registered agent is Ms. Dana Schrad, resident of Virginia. The corporation's registered office is located at 1606 Santa Rosa Road, Suite 134, Henrico, Virginia, 23229-5014, which is identical to the business office of the registered agent.

ARTICLE II

PURPOSE

This corporation is organized exclusively for charitable and educational purposes, more specifically to encourage the professional development of all executive and management personnel within duly constituted law enforcement agencies in the Commonwealth of Virginia; to encourage close cooperation of all law enforcement agencies in the prevention of crime, detection of crime and the apprehension of those responsible for the commission of crimes; to promote the highest standards of the police profession through selection and training of law enforcement officers and generally pledge and strive for the highest degree of respect for law and order throughout the Commonwealth of Virginia.

To this end, the corporation shall at all times be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

ARTICLE III

EXEMPTION REQUIREMENTS

At all times the following shall operate as conditions restricting the operations and activities of the corporation:

1. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or others private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for

services rendered and to make payments and distributions in furtherance of the purpose set forth in the purpose clause hereof.

2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

3. Notwithstanding any other provisions of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

#### ARTICLE IV

##### DURATION

The duration of the corporate existence shall be perpetual.

#### ARTICLE V

##### MEMBERSHIP/BOARD OF DIRECTORS

The corporation shall have one or more classes of members whose qualifications and rights are as set forth in the bylaws. The management of the affairs of the corporation shall be vested in an Executive Board, as defined in the corporation's bylaws. No Officer or Executive Board member shall have any right, title, or interest in or to any property of the corporation.

The Executive Board shall be comprised of ten members who are elected by the active members and whose qualifications for office shall be established in the bylaws. The Executive Board shall consist of a President, Immediate Past President, First Vice President, Second Vice President and Third Vice President, who shall serve as officers of the corporation, and five at-large Executive Board members who shall serve terms of four years. The election of new Executive Board members shall take place annually at the business meeting of the organization. The Executive Director of the organization shall be appointed by the Executive Board and shall serve as an officer and as Secretary of the organization.

Members of the first Board of Directors shall serve until the annual meeting, at which their successors are duly elected and qualified, or removed as provided in the bylaws.

#### ARTICLE VI

## PERSONAL LIABILITY

No member, officer, or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officer, or Directors be subject to the payment of the debts or obligations of this corporation.

## ARTICLE VII

### DISSOLUTION

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of by the District Court of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine which are organized and operated exclusively for such purposes.

## ARTICLE VIII

### SUPERCEDING THE CONSTITUTION

These amended and restated Articles shall supersede the Constitution of the corporation, which was in effect prior to the incorporation of the organization.