

BYLAWS OF
THE VIRGINIA POLICE CHIEFS FOUNDATION
A VIRGINIA NONSTOCK CORPORATION

ARTICLE I

NAME; LOCATION; GENERAL

1. The name of the Corporation is The Virginia Police Chiefs Foundation, and it shall be designated from time to time in these Bylaws interchangeably as “Foundation” or “Corporation”.

2. The area to be served by the Foundation shall be the Commonwealth of Virginia, except that the Foundation may pursue other interests it may have elsewhere.

3. The principal office of the Foundation shall be located in Henrico, Virginia, or at such place within its area to be served as its Board of Directors shall designate from time to time.

4. The name and address of the Foundation’s registered agent is Dana Schrad, who is a member of the Virginia State Bar and the Chief Executive Officer of The Virginia Police Chiefs Foundation and Executive Director of the Virginia Association of Chiefs of Police, and whose office address is 1606 Santa Rosa Road, Suite 134, Henrico, Virginia 23229.

ARTICLE II

NONSTOCK CORPORATION; PURPOSES; SEAL

1. The Foundation is a Virginia nonstock corporation as defined and provided for in Chapter 10 of Title 13.1 of the Code of Virginia of 1950, as amended, and it shall be a qualified charitable and educational organization as defined under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended.

2. The purposes for which the foundation was formed are stated in both specific and general terms in its Articles of Incorporation, and they will not be restated here, unless otherwise deemed necessary by the Board of Directors by amendment to these Bylaws.

3. As stated hereinafter in these Bylaws, no part of the Foundation's net earnings shall inure to the benefit of any private individual. The Foundation's Property is irrevocably dedicated to its stated charitable and educational purposes, and, upon liquidation, dissolution, or abandonment, and after providing for the debts and obligations thereof, the Foundation's remaining assets, if any, shall not inure to the benefit of any private individual, but instead shall be distributed to such organizations as may be designated by the Foundation's Board of Directors, provided that such organizations shall be exempt from the assessment and payment of federal income taxes under Section 501 (c)(3) of the Internal Revenue Code of 1986, or under corresponding provisions of then current federal internal revenue law.

4. The seal of the Foundation, if applicable, shall be circular in form and shall bear the name of the Foundation and the year of its incorporation.

ARTICLE III

SUCCESSOR; CORPORATE RELATIONSHIP

1. The Foundation shall be the sole successor to the Virginia Law Enforcement Foundation, a nonprofit Virginia unincorporated entity which had been dedicated to providing a working partnership between business and law enforcement executives which fostered the values of good citizenship, enhanced the prospects of secure communities, and brightened the future through constructive social change for each community in Virginia.

2. To that end, the Foundation shall be sponsored, managed, and maintained by The Virginia Association of Chiefs Of Police ("VACP"), a nonprofit Virginia incorporated

association exempt from the assessment and payment of federal income tax under Section 501 (c)(6) of the Internal Revenue Code of 1986, as amended. The Foundation shall maintain officers and directors as required by Virginia law, except that there may be interlocking officers and directors between the Foundation and VACP. The Executive Director of the Virginia Association of Chiefs of Police shall serve as Chief Executive Officer of the Virginia Police Chiefs Foundation for all stated purposes herein.

3. The Foundation may receive funding through VACP and it shall continue to receive funding in accord with applicable requirements of the Internal Revenue Code necessary to maintain its status as an organization exempt from the assessment and payment of federal income taxes under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended.

4. Notwithstanding its relationship to the VACP, the Foundation shall at all times be dedicated to developing educational and charitable programs, and other qualifying charitable purposes, all as set forth in its articles of incorporation and application for recognition of exemption filed with the Internal Revenue Service.

ARTICLE IV

BOARD OF DIRECTORS

1. General. The Foundation shall be governed under the direction of its Board of Directors, which shall have control of the business, funds and property of the Foundation, it being intended that the Foundation shall at all times be governed by a self-perpetuating board of directors. The day to day management of the Foundation shall be vested in the Executive Director of the Virginia Association of Chiefs of Police, serving as the Chief Executive Officer of the Foundation. The Chief Executive Officer shall be a non-voting officer of the board of directors.

2. Number Of Directors. The number of directors shall be a minimum of seven (7) and a maximum of twenty-three (23) individuals, except that it is currently prescribed that the Board shall consist of no less than fifteen (15) individual members.

The number of members serving on the Board of Directors may be increased or decreased by a vote of two thirds (2/3) of the entire Board of Directors, provided that the number to be added or subtracted shall always be an even number, one half (1/2) of whom shall be VACP members and the other one half (1/2) of whom shall not be VACP members.

3. Directors' Terms. The initial director named in the Foundation's Articles of Incorporation has named the directors who shall serve on the Board for the 1997 year, with it being further provided that the terms of the non-VACP members who may serve on the Board may be staggered in accord with applicable Virginia law.

Commencing with the 1998 year, all directors shall be elected, re-elected or appointed once every year, at the Annual Meeting of Directors, consistent with any terms that may be staggered as the Board may determine. Every director selected, whether appointed by the President of the VACP or whether a member of the VACP, shall hold office for a term of one year, unless a director resigns or is removed by the Board of Directors under applicable Virginia law.

4. Qualification Of Directors. Directors need not be residents of the Commonwealth of Virginia, but they must be at least twenty-one (21) years of age.

For each Board of Directors, it is specifically provided that eight (8) directors shall be members of the VACP, and that two (2) of these eight (8) shall serve as directors ex officio by reason of their office in the VACP. These two shall be the President, and the Immediate Past President of the VACP. The remaining six (6) Board members shall be

nominated by the VACP's President, and elected by the Foundation Board. The Secretary and Treasurer shall be appointed by the VPCF Board of Directors from among its members.

Additionally for each Board of Directors, there shall be eight (8) directors who shall not be members of the VACP and who shall be elected by vote of the Foundation Board. Directors who are not VACP members shall be selected from nominees submitted by the Nominations Committee.

5. Election Or Appointment Of Directors. When directors are to be elected by vote of the Foundation's Board members, each director shall have one vote for each position to be filled and the nominees with the greatest number of votes shall be elected. Cumulative voting will not be allowed. In the event of a tie, there shall be a run-off election among the tied nominees. A director whose position is to be filled shall have no vote.

Nominations of VACP members to the Board shall be made by the President of the VACP and elected by vote of the Foundation's Board of Directors. Directors who are not VACP members shall be selected from nominees submitted by the nominating committee described above and elected by vote of the Foundation's Board of Directors.

(a) All members of the Board of Directors shall be eligible to succeed themselves.

(b) A Board member should attend all scheduled board meetings. Failure to attend meetings as provided herein may result in the automatic removal of the Board member from the Board, at the discretion of the Board, except that such removal may be overridden by a majority vote of the Board members upon written request of the delinquent Board member.

(c) Policy and program activities of the Foundation shall be determined by the Board of Directors and then enunciated in writing and signed by the Chief Executive Officer of

the Foundation. Such policies and programs shall be consistent with the Foundation's exempt purpose and function. In establishing policies and programs, the Board may take into consideration the recommendations of the Executive Board of the VACP, if any.

6. Director Vacancies And Removal.

Any vacancy occurring in the membership of the Board through resignation, death, the expiration of term of service or otherwise, or any increase in membership of the Board, shall be filled by election by the remaining directors of such person or persons as they, in their uncontrolled discretion, may deem proper pursuant to applicable Virginia law, provided that, in the event a vacancy occurs, then said vacancy shall be filled in the same manner as the director who held the vacant position was selected, and the replacement shall complete the unexpired term of the vacant position.

Any director may be removed by an affirmative vote of two-thirds (2/3) of the Board of Directors with or without cause, and those directors appointed by the President of the VACP may be removed by the President of the VACP with or without cause.

7. Responsibilities Of Board Of Directors. The responsibilities of the Board of Directors shall include, but not be limited to:

- (a) Preparation and approval of an annual budget.
- (b) Providing for the sound fiscal management of the Corporation and its assets by ensuring that appropriate officers are bonded and that an independent review of its books and records is conducted no less than annually.
- (c) Preparing periodic strategic program plans, all of which shall be consistent with the Foundation's stated exempt purposes.
- (d) Approving and reviewing requirements for liability and other insurance.

(e) Appointing and defining the duties of committees.

(f) Revising the annual budget, to include reapportionment of funds, as may be necessary to respond to unforeseen circumstances.

(g) Providing guidance on overall program policies, all to ensure that the Foundation's programs, policies and operations are consistent with the Foundation's charitable and educational purposes under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended.

(h) Electing a new Board of Directors.

In addition to the powers of these Bylaws expressly conferred upon it, the Board of Directors may exercise such powers and do all other lawful acts authorized by applicable provisions of the Code of Virginia then in force unless otherwise prohibited by statute, the Articles of Incorporation or these Bylaws.

8. Directors' Meeting; Quorum.

(a) There shall be an annual meeting of the directors to be held at such place, either in or out of the Commonwealth of Virginia, as may be provided in a notice of meeting, consistent with these Bylaws, at such time as determined by the Board. The Annual Meeting may be held in conjunction with the Annual Conference of the VACP.

Regular meetings of the Board of Directors shall be held from time to time at the call of the Chairman. The Board may, by resolution, decide to meet at less frequent intervals, provided, however, that there shall be at least three (3) meetings during each calendar year in addition to the Annual Meeting.

(b) Special meetings of the Board of Directors shall be held by resolution of five (5) directors of the Board of Directors, or may be called by the Chief Executive Officer, or by the Chairman of the Board.

(c) The act of a majority of the directors present at a meeting at which a quorum is present, with a quorum consisting of fifty-one percent (51%) of the then fixed number of directors, shall be the act of the Board of Directors. At all meetings at which a quorum is present, the affirmative vote of a majority of the directors present shall be the act of the Board of Directors.

9. Notice Of Meetings; Waiver; Action Without Meeting.

(a) Notice of regular meetings of the Board of Directors may be given by the Chief Executive Officer, but is not required, although it is expected that all directors shall be kept apprised of regular directors' meeting dates. Notice of the date, time and place of special meetings shall be given by the Chief Executive Officer, at least two (2) days before the meeting date in the manner provided by law. A notice of any special meeting shall state the purpose or purposes of the proposed meeting. Business transacted at all special meetings shall be confined to the subjects stated in the notice and matters germane thereto.

(b) A written waiver of notice made before or after the date and time stated in the notice, signed by the director and filed with the minutes or corporate records, shall be the equivalent of giving such notice. Attendance at or participation in a meeting waives any requisite notice unless the director, at the beginning of the meeting or promptly upon his arrival, objects to holding the meeting or transacting business at the meeting and does not vote for or give assent to action taken at the meeting.

(c) Action may be taken by a majority of the directors, without a meeting, if one or more written consents setting forth the action taken shall be signed by all of the directors either before or after such action is taken and included in the minutes or filed with the corporate records. Such signed consent has the effect of a meeting vote in accord with applicable Virginia law.

Additionally, at the request of the Chairman or the Chief Executive Officer, directors may vote on a question or election by mail, fax or other electronic media such as email that is capable of transmitting a scanned document with appropriate director signature. In the event of a vote by mail, fax or other electronic media the entire Board of Directors shall be considered present and a majority vote shall be the act of the Board of Directors.

10. Meeting By Telephone, And Other Means. Members of the Board of Directors, or of committees established pursuant to these Bylaws, may participate in any meeting by any means of communication by which all directors participating may simultaneously hear or respond to each other during the meeting. Participation by such means shall constitute presence in person at such meeting. When such meeting is conducted by means of a telephone conference or similar communications equipment, a written record shall be made of the action taken at such meeting.

11. Compensation. At the discretion of the Board of Directors, and pursuant to applicable Virginia law, the Foundation's directors may receive compensation for their services as directors, provided that said compensation is consistent with the Foundation's exempt status; and they also may receive a fixed sum or expenses of attendance for each regular or special meeting of the Board of Directors attended by the Foundation's directors, provided that nothing herein shall be construed to preclude any director from serving the Foundation in any other

capacity and receiving compensation therefore. Members of either standing or special committees may be allowed such compensation as the Board of Directors may determine for attending committee meetings.

12. Advisory Council. It is contemplated by the Foundation that an advisory council may be appointed by the Foundation's Board of Directors to assist the Foundation's Board and officers, as needed, with the Foundation's exempt activities, including specifically the Foundation's activities to make educational and charitable information about law enforcement matters available to the public.

ARTICLE V

OFFICERS

1. General. The Foundation's officers shall be elected or appointed by the Foundation's Board of Directors annually at a meeting of directors, and shall at all times include a Chairman of the Board, and, if desired by the Board, one or more other officers and assistant officers may be as deemed necessary.

The Foundation's officers shall have such duties as generally pertain to their offices. Any officer not elected or appointed from among the members of the Board of Directors shall be an ex-officio member of the Board.

2. Term; Removal. All officers shall hold office for a term of one (1) year, or until their successors are elected and qualified. Any officer may be removed by a majority vote of the Board of Directors, with or without cause, if the Board, in its absolute discretion, shall consider that such removal is in the best interests of the Foundation.

3. Duties Of Officers.

(a) Chairman Of The Board. The Chairman, who shall be elected by the Board of Directors from among its members who are not active law enforcement officers, shall preside at all meetings of the Board and perform such other duties as may be assigned to him from time to time by the Board of Directors.

Additionally, the Chairman or, in his absence, the Chief Executive Officer, shall exercise such supervision over the affairs of the Foundation as may be required to ensure that it is functioning in accordance with these Bylaws, with the policies and resolutions of the Board and in accord with its stated exempt purposes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

(b) Chief Executive Officer. The Chief Executive Officer, who shall be employed by the Virginia Association of Chiefs of Police as the VACP Executive Director, shall attend and, in the absence of the Chairman, preside at all meetings of the Board of Directors and shall perform the duties usually devolving upon a presiding officer at all such meetings; shall exercise general supervision over the property, business and affairs of the Foundation; and shall do everything necessary to discharge all duties generally pertaining to such office as the executive head of a nonstock corporation of similar character, subject to the control of the Board of Directors.

(c) Secretary. The Secretary shall cause a record of the proceedings of the meetings of the Foundation's Board of Directors; shall cause the charge of the seal of the Corporation; shall cause a recording of the proceedings of the Board's meetings; shall cause the maintenance of a roster of Board members, their terms and the expiration dates of their terms;

shall cause the preparation and dispatch of Board correspondence; and shall perform such other duties as pertain to such office and as the Board of Directors may from time to time prescribe.

(d) Treasurer. The Treasurer shall have oversight and control of all funds, securities of whatever nature and other like property of the Foundation; shall endorse, or direct the endorsement of, checks, notes and bills for deposit, all as may be required for the business of the Foundation; shall have authority to collect, or direct the collection of, the monies of the Foundation and shall deposit, or direct the deposit of, such monies in those banking institutions as the Board of Directors may designate, shall prepare or direct the payment of authorized expenditures; shall prepare or direct the preparation of monthly or other recurring financial statements for the Board; shall arrange for a biannual audit; and, in consultation with the Chief Executive Officer, and any Budget Committee, shall draft an annual budget for presentation to the Board. The Treasurer shall perform such other duties as may be prescribed by the Board of Directors.

ARTICLE VI

COMMITTEES

1. Committees. With the approval of a majority of the whole Board of Directors, two or more directors may be designated to constitute a committee or committees, including an Executive Committee, any or all of which shall serve at the pleasure of the Board of Directors. To the extent authorized by the Board of Directors, such committee or committees may exercise all powers of the Board of Directors except as limited by applicable Virginia law.

2. Nominating Committee. The Chairman of the Board of Directors shall appoint a nominating committee, composed of members of the Board or otherwise, which committee may prefer a list of nominees for officers to be considered by the Foundation's Board of Directors.

Additionally, the nominating committee shall also make nominations of persons to serve on the Board of Directors. Nominations may also be made from the floor at any meeting of the Board of Directors provided that the person or persons so nominated have agreed to serve.

3. Standing Or Special Committees. The Board of Directors may from time to time appoint such standing or special committees as are authorized under Virginia law. Each committee shall consist of such number of persons as the Board of Directors deems advisable. All acts of such committees shall be subject to approval of the Board of Directors. The Chairman and the Chief Executive Officer shall be ex-officio members of all such standing or special committees.

ARTICLE VII

CHIEF EXECUTIVE OFFICER

1. General. The Executive Director, Virginia Association of Chiefs of Police, shall also serve as the Chief Executive Officer of the Foundation and shall ensure that the policies and directives of the Board of Directors are properly carried out and who shall, in general, supervise and control all business and affairs of the Foundation. The Chief Executive Officer shall be given the authority and responsibility necessary to manage and direct the Foundation's activities, subject only to such policies as may be adopted and such orders as may be issued by the Board of Directors, and shall act as the duly authorized representative of the Board of Directors in all matters in which the Board of Directors has not formally designated some other person to so act.

The duties of the Chief Executive Officer shall include, but not be limited to, the following:

(a) Formulating programs, developing plans for implementation, including cost estimates and presentation of programs and plans to the Board of Directors for consideration and approval.

(b) Establishing job descriptions and hiring qualification standards; employing paid staff personnel to fill positions authorized by the Board of Directors under such policies, terms and conditions as may be approved by the Board of Directors; and terminating such employment.

(c) Taking responsibility for the day-to-day functioning and operation of all programs and activities of the Foundation, including solicitations of contributions, money and material; handling administrative details relating to such items as leases, insurance, utilities, loans and grants; maintaining appropriate files and records in an up-to-date manner; and maintaining a current list of supporting organizations.

(d) Establishing office space and use arrangements of available facilities as may be needed by the Foundation, with or without fee.

ARTICLE VIII

OTHER MATTERS

1. Registered Office And Registered Agent. The corporation shall at all times have and maintain a registered office and a registered agent within the Commonwealth of Virginia.

2. Corporate Records. The Foundation shall keep correct and complete books and records of account and minutes of all directors' meetings and a record of all actions taken by the Board of Directors without a meeting, and a record of all actions taken by any committee of the Board of Directors in place of the Board of Directors. It shall also keep at its registered office or

principal place of business such other business and tax records as are required by law, including a copy of its most recent annual report or annual information tax return if applicable.

3. Indemnification Of Officers, Directors And Others. Except as limited by its Articles of Incorporation, the Corporation may indemnify its directors, officers, employees and agents to the fullest extent provided by law.

4. Fiscal Year. The Corporation's fiscal year shall end on the last day of June of each calendar year, or as determined pursuant to the election of such fiscal year made at the time of filing the Corporation's first federal information tax return.

5. Prohibition Against Sharing In Corporate Earnings; Disposition Of Funds.

(a) The Board of Directors shall have absolute control of the Foundation's assets, which shall be distributed in a manner consistent with the Foundation's Bylaws and Articles of Incorporation. The Board of Directors additionally shall have the power to authorize and conduct fundraising activities, so long as consistent with the Foundation's exempt purpose under Section 501 (c)(3) of the Internal Revenue code of 1986, as amended.

(b) The Board of directors shall have the power to accept contributions to the Foundation for specific purposes, provided that such purposes are not inconsistent with its stated exempt purpose under the Unites States Internal Revenue Code, as set forth herein and in its Articles of Incorporation, and the Board of Directors shall disburse such funds exclusively for the specific purposes for which they were contributed, if so designated.

(c) No director, officer or employee of, or any member of a committee of, or person connected with the Foundation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the Foundation's operations, provided that this shall not prevent the payment to any such person of such reasonable compensation as shall be

fixed by the Board of Directors for services rendered to or for the Foundation in effecting any of its purposes; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the Foundation's dissolution.

(d) All directors of the Foundation shall be deemed to have expressly consented and agreed that, upon such dissolution or winding up of the Foundation's affairs, whether voluntary or involuntary, the assets of the Foundation then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered, and paid over to such eleemosynary institutions upon such terms and conditions and in such amounts and proportions as the Board of Directors may impose and determine, to be used by such eleemosynary institutions for such similar purposes as set for the in the Foundation's Articles of Incorporation, these Bylaws and any and all amendments thereto, provided that nothing contained in these Bylaws shall be construed to interfere with those provisions of the Articles of Incorporation concerning the distribution of funds or assets on the liquidation or dissolution of the Corporation.

ARTICLE IX

FINANCE

1. General.

(a) All donated monies, property and net receipts shall be deposited in a bank having FDIC insurance to the general account of the Foundation, except that donated funds designated for a particular activity may be accounted for separately.

(b) Designated funds, if any, received from public agencies shall be accounted for separately, if so required by such agencies.

(c) Loans authorized and approved by the Board of Directors will be secured by an agreement setting forth all terms for repayment signed by the borrower; the Board of Directors will make every reasonable effort to ensure repayment of all such loans.

(d) The Chairman and the Chief Executive Officer, as applicable, shall not expend, obligate, or commit funds in excess of that amount approved in the budget for any fiscal year, unless authorized to do so by the Board of Directors.

(e) All persons who are in a position to handle checks or cash belonging to the Foundation, those with authority to withdraw its funds from any bank account, and otherwise to exercise control or management over the Foundation's financial affairs, shall be bonded by a recognized bonding agency or company, to the extent required by law, if so applicable.

(f) All checks, demands for money or notes of the Corporation shall be signed by such persons as the Board of Directors shall from time to time designate.

(g) All funds not required to meet current operating expenditures and obligations shall be placed in an interest bearing account in a financial institution having appropriate insurance on such accounts, or shall be invested in securities issued or guaranteed by the United States Government. The Treasurer and Chief Executive Officer (if any) shall, subject to the approval of the Board of Directors, determine the manner and appropriate amounts to be so invested or placed in such account.

ARTICLE X

NON-DISCRIMINATION

The officers, directors, committee members, employees and persons served by the Foundation shall be elected or selected entirely on a non-discriminatory basis with respect to age,

sex, race, disability, religion and national origin. For purposes herein, any reference to one gender shall be deemed made to the other gender.

ARTICLE XI

AMENDMENTS

Amendment Of Bylaws. In accordance with applicable Virginia law, the power to amend or repeal the Bylaws shall be vested in the Board of Directors, unless otherwise provided in the Articles of Incorporation or in any other Bylaw.

All amendments to the Bylaws shall be consistent with the laws of the Commonwealth of Virginia and shall be made at any regular or special meeting thereof where notice of such proposed action has been announced, in writing, in a notice of such meeting sent as provided by applicable law.

Any matters not specifically covered by these Bylaws shall be governed by the applicable provisions of the Code of Virginia of 1950, as amended, in force at the time.

Effective: January 3, 1997

Amended: January 13, 2011

Amended: March 9, 2014

Amended: June 18, 2014