

DIPLOMATIC SECURITY FOUNDATION
P.O. Box 228 Dunn Loring, Virginia 22027

BY-LAWS OF THE
DIPLOMATIC SECURITY FOUNDATION

ARTICLE I NAME AND DURATION

This organization shall be known as *The Diplomatic Security Foundation, Incorporated* (hereafter: *DSF*, or simply *Foundation*), a non- government, non-profit organization incorporated under the laws of the District of Columbia. The period of duration of the Foundation shall be perpetual.

ARTICLE II OBJECTIVES

DSF is organized exclusively for charitable purposes, including, for such purposes, encouraging public interest and promoting and supporting the best interest of the law enforcement and security efforts of the United States Department of State, Bureau of Diplomatic Security. DSF will make distributions in accordance with Section 501 (c) (3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code.) DSF will provide financial assistance to DS personnel as well as their foreign affairs/law enforcement counterparts both at home and abroad. These donations include, but are not limited to, scholarships, awards or gifts; benevolence and welfare assistance to those in need; financial assistance in the event of death or injury; and other financial assistance or awards as may be determined by the Board. The Foundation may also provide other employees of the Bureau of Diplomatic Security (DS) or other law enforcement officers with nominal gifts, memorials or similar limited financial assistance, as the Board may determine.

No part of the net earnings of the Foundation shall inure to the benefit or, or be distributed to its trustees, officers, or other private persons, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the objects set forth above. No substantial part of the activities of the corporation shall carry out propaganda, or otherwise attempt to influence legislation, and the Foundation shall not participate in, or intervene in (including publishing and distributing statements) any political campaign on behalf of a candidate for public office.

Notwithstanding any other provisions of these articles, the Foundation shall not carry on any other activities not permitted by (a) an association exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code (or corresponding section of any future Federal tax code) or (b) by an association, receiving contributions which are deductible under Section 170 (c) (2) of the Internal Revenue tax code (or corresponding section of any future Federal tax code).

ARTICLE III MEMBERSHIP

All Board members of DSF will be members of the Diplomatic Security Special Agents Association (DSSAA). DSF does not have members. There is no membership requirement to be a recipient of a DSF donation.

ARTICLE IV BOARD OF DIRECTORS

Section 1. General Powers

The affairs of the corporation shall be managed by its Board of Directors (hereinafter referred to as "Directors" or "the Board"). Directors need not be residents of the District of Columbia.

Section 2. Number, Tenure and Qualifications

The number of voting Directors shall be no fewer than four (4) and no greater than nine (9) and shall be constituted as follows:

- * President
- * * Vice-President
- * *Secretary
- * *Treasurer
- Member-at-Large
- Member-at-Large
- Member-at-Large
- Member-at-Large
- President, DSSAA

- * will be a retired DS employee
- ** retired or former DS employee

Foundation Board voting members shall be selected from regular members of the DSSAA membership who consent to their names being submitted as candidates for the respective offices. Candidates shall be elected by majority vote of the existing board. The term of election shall be for four years. Upon conclusion of a four year period, a Director may announce his/her candidacy for another position on the board, but may not be renominated for the same position. A single Director may not hold two positions on the board simultaneously. No Board Officer or Member-at-Large, with the exception of the DSSAA President, and as specified below due to exigent circumstances, may serve more than two consecutive terms on the Board, without at least a one-full-calendar-year break in service on the Board. If reelected to the DSF Board after the specified break in service, the two consecutive four-year terms clock restarts. The Board, by majority vote, may extend the term of a Board Officer(s), or Member(s)-at-large, for up to two calendar years in exigent circumstances. Avoiding a simultaneous turnover of a majority of Board Officers or Members-at-large, is such a circumstance

A candidate wishing to stand for President, Vice-President, Secretary or Treasurer will specifically indicate his/her interest in the specific position.

When a single board member resigns or is replaced, any individual who is enrolled in DSSAA may be proposed as his/her successor. A majority vote of the board (see below for election procedures) will confirm or negate this nomination.

The serving President of the DSSAA will be a voting member of the DSF Board for the duration of his/her tenure in that office.

Temporary, non-voting members may be named by a majority vote of the Board. This is normally associated with a specific function or other event to benefit DSF. The tenure of such an appointment will be for one year or the completion of the event/function, whichever comes first.

Section 3. Election Procedures

Election of voting officers by vote of the DSF Board of Directors shall normally be conducted by e-mail. In this event, the Secretary of the DSF shall direct the election process; providing the election information and ballots to all current voting board members thirty (30) calendar days before the last day of the election period. The date for the voting returns and the manner and means of tabulating and recording the votes shall be determined by the DSF Secretary, but will not exceed a period of 30 calendar days. The Secretary shall be responsible for tabulating the votes.

The Secretary shall share the e-mail copies (or actual ballot copies in the event of a paper ballot) to the President and Vice-President to verify the vote count. Qualified candidates receiving the highest number of votes for each respective office shall be declared elected.

In the event of a tie, the President's vote will be double-weighted and considered the tie-breaker.

Elections must be staggered so that no more than two Board Officer positions, and two Members-at-large positions, are up for election in one election cycle.

Section 4. Function

The Board of Directors of the DSF shall have all powers and perform all duties necessary for general management of the affairs, activities, property and interests of the Foundation. Specifically, the Board shall:

- a) Hold no fewer than two (2) regular meetings each year at such time, place, and dates as it deems proper and necessary;
- b) Establish and supervise committees it deems proper and necessary for carrying out the purposes of the Foundation;
- c) Control and oversee all expenditures and disbursement of Foundation funds. All expenditures and disbursements must be approved by a majority vote of the Foundation Board with the following exception: DSF bequests as responses to memorial/funeral requests that do not exceed \$200 may be granted upon direction of the President of the Board to the Treasurer. These are generally considered "automatic" donations.
- d) Keep minutes of its meetings;
- e) Approve all communications and publications of the Foundation;

- f) Submit periodic, but no less than annual, reports, correspondence, financial statements, and similar instruments, or copies thereof, to such organizations as require them.
- g) Delegate authority or prescribe additional duties to any officer or committee of the Foundation;
- h) Be permitted to conduct its business by correspondence due to the worldwide distribution of its members and officers;
- i) Be authorized to fill any Board vacancy from regular members of the DSSAA on an interim basis (not to exceed 90 days). The successor shall retain that position until the vacancy is filled at the next Foundation Board election;
- j) Be authorized to take measures it deems proper and necessary to obtain or uphold the objectives and best interests of the Foundation; and,
- k) Be authorized to perform any other duty required of it under these Bylaws.

Section 5. Removal

Any DSF Board member may be removed by an affirmative vote of the majority of the DSF Board members whenever, in their judgment, the best interests of the Foundation will be served thereby. Not attending or participating in at least one DSF Board Meeting in a twelve month period is grounds for removal of a Board member.

ARTICLE V DUTIES OF THE OFFICERS

Section 1. President

The President shall be a retired DS employee.

The President shall be the principal executive officer of the Foundation and, subject to the control of the Foundation Board, shall in general supervise and control all of the business and affairs of the Foundation. The President, when present, shall preside at all meetings of the Foundation and the Board. The President may sign, with the Secretary or other proper officer authorized by the Board, deeds, contracts, agreements, or other instruments, except in situations where the signing and execution thereof shall be expressly delegated by the Board or by these By-Laws to some other officer or member or shall be required by law to be otherwise signed or executed. The President shall be authorized to appoint a member to any committee. The President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

Section 2. Vice-President

The Vice-President shall be a retired or former DS employee.

In the absence of the President or in the event of the President's death, resignation, termination or inability/refusal to act or otherwise, the Vice-President shall perform the duties of the President. When so acting, the Vice-President shall have all the powers of and be subject to all the restrictions on the President. The Vice-President may sign, with the President or other authorized officer of the Board, official documents, and shall perform such other duties as may be prescribed by the President and/or the Board from time to time.

Section 3. Secretary

The Secretary shall be a retired or former DS employee.

The Secretary shall:

- a) Attend all meetings;
- b) Keep minutes of the meetings;
- c) Prepare and present the business to be acted upon at all meetings of the Foundation and the Board;
- d) Receive and carry on correspondence pertaining to the Foundation;
- e) Assure that notices are duly given in accordance with the provisions of the By-Laws or as required by law;
- f) Be custodian of Board and Foundation records;
- g) Be authorized to sign, with the President or other approved officer of the Board, official documents; and,
- h) Perform all duties incident to the office of the Secretary and such other duties as may be prescribed by the Board or the President from time to time.
- i) Be responsible for the vote count for the election of members of the board of directors.
- j) Be responsible for the vote count for board votes regarding DSF donations.

Section 4. Treasurer

The Treasurer will be a retired or former DS employee.

The Treasurer shall:

- a) Have charge and custody of and be responsible for all funds and securities of the Foundation;

- b) Receive and give receipts for monies due and payable to the Foundation and deposit such money in the name of the Foundation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these By-Laws;
- c) Make disbursements only upon approval of the President or Board;
- d) Keep accounting records of all receipts and disbursements;
- e) Coordinate with the Foundation manager for the annual financial report to the DSF Board; and,
- f) In general, perform all duties incident to the office of the Treasurer and such other duties as may be prescribed by the Board or the President from time to time.

Section 5. Members-at-Large

The Members-at-Large, not less than one (1) or more than four (4), shall be voting members of the Board with all rights and privileges thereof. The Members-at-Large shall be assigned duties and responsibilities as determined by a majority of the Foundation Board officers.

Section 6. DSSAA President

The President of the Diplomatic Security Special Agents Association (DSSAA) shall be a voting member of the Board with all rights and privileges thereof. The DSSAA President shall be assigned duties and responsibilities as determined by a majority of the Foundation Board officers.

ARTICLE VI VOTING PROCEDURES

When a request is brought to the attention of any member of the board, that board member should forward it to the President or, in his/her absence, the Vice-President. The President shall inform the board of the nature of the request, make recommendations if appropriate, be responsible for framing the motion to be voted upon, and request a vote to approve/disapprove/modify the original request.

Board members will have three (3) working days to respond to a call for a vote (response via e-mail). At the end of three working days, a majority of votes **cast** will be considered the decision of the Board. If, at any time during the three day period, a majority of votes are received for/against a proposal, that shall be considered the board's decision.

Board members will send their votes via e-mail **ONLY** to the Secretary for tabulation purposes, not to the board at large. The Secretary will be responsible for tabulating the vote and informing the President of the outcome.

Board members may provide for another member to vote on their behalf by giving another board member their proxy. The President and Secretary of the board will be so notified via e-mail. The e-mail should contain an effective beginning and end date of the proxy authority.

Should a tie vote occur during the three day period, the President of the DSF Board's vote shall be counted as two votes, and shall be used as a tie-breaker (example, a 4-4 vote would automatically become a 5-4 vote, with the decision going to the President's voting "side.")

Directors are reminded that per Article IV, Section 4, memorial or funeral donations/bequests of \$200 or less may be authorized by the direction of the President to the Treasurer, and will not normally require a board vote.

ARTICLE VII ELECTIONS AND MEETINGS

Section 1. Annual Report

There shall be an annual report for the purpose of reporting to the Board a summary of the management of the Foundation's activities, to include a financial accounting as well as a plan and budget for the upcoming year.

Section 2. Special Meetings

Special meetings of the membership may be called by the President or by a majority vote of the current Board members.

Section 3. Place of Meeting

The Board may designate any place as the place of meeting for an annual or special meeting called by the Board.

Section 4. Notice of Meeting

Written notice (e-mail shall be considered as written notice) stating the time, date, and place of the meeting and the purpose(s) for which the meeting is called shall be delivered to each member not less than ten (10) nor more than fifty (50) days before the date of the meeting.

A board member who resides in Washington DC who misses three consecutive meetings shall submit his/her resignation to the board.

Section 5. Quorum

Given the world-wide dispersion of the Board, a quorum shall be defined as the members present at the Foundation's meeting. Absent Board members may provide proxy authority to a present Board member. It is incumbent upon the board to take all reasonable measures to ensure that absent members are aware of the issues before the board, and have a chance to cast their votes electronically within 10 working days of the original message. Whenever possible, issues of significance will be provided electronically prior to a board meeting to ensure input from those abroad.

Section 6. Order of Business

The President shall preside at each regular, annual, or special meeting of the Foundation. The order of business shall be as specified in the notice of the meeting, but may be altered or suspended for good cause. *Roberts Rules of Order* (revised) shall be the parliamentary authority for the conduct of meetings of the Foundation.

ARTICLE VIII COMMITTEES

Section 1. General

- a) Each committee shall be comprised of volunteers.
- b) The President shall be authorized to nominate a committee chair. The chair nominee shall be approved/rejected by a majority of the Board's vote. The individual's term on the committee shall be the time required to fulfill the objectives of the committee or until the President's term has expired. The appointment may be extended beyond the President's term if approved by a majority of the Board.
- c) The chairperson shall assure minutes are taken at each committee meeting and are available to the Secretary, if submission of the committee minutes are so requested.

ARTICLE IX FISCAL YEAR

Section 1. Fiscal Year

The fiscal year of the Foundation shall be defined as the calendar year.

Section 2. Source of Funds

- a) Foundation funds shall be received from various sources, including individual donations, corporate donations, contributions, bequests, and the holding of special events or other revenue generating activities.
- b) Foundation funds may be invested in a variety of liquid financial instruments such as CDs, money market funds, stock funds, bond funds, etc. Foundation funds shall not be subjected to unnecessary or unreasonable risks.

ARTICLE X AMENDMENTS

These By-Laws may be altered, amended, or repealed and new By-Laws may be adopted by the Board of DSF.

ARTICLE XI DISSOLUTION

Upon the termination, dissolution, or winding up of the Foundation in any manner or for any reason, its assets, if any, remaining after payment of all liabilities of the Foundation shall be distributed as per majority vote of the DSF board to one or more non-profit organizations having purposes and interests consistent with those of the Foundation.

As amended 11/18/2016
