

VSPA FOUNDATION BY-LAWS

- I. Name of Charitable Foundation.
 - a. The Emergency Relief Fund shall be known as The Emergency Relief and Legal Defense Fund of the Virginia State Police Association (Charity).
 - b. The Emergency Relief and Legal Defense Fund of the Virginia State Police Association shall also operate under the assumed name of Support Virginia Troopers Foundation.
- II. Nonprofit Objectives.
 - a. The Charity shall operate to fulfill the following objectives, set forth in the Articles of Re-Incorporation:
 - i. To support the Virginia police community in times of need or hardship by providing emergency relief.
 - ii. To support wrongfully accused Virginia State Police Association members with access to counsel.
 - iii. To raise awareness of law-enforcement officers who died in the line of duty.
 - iv. To support the principles of good government and citizenship and seek to foster a spirit of understanding between communities through police sponsored youth- centered programs, including educational scholarship opportunities, which are designed to combat community deterioration and delinquency through the promotion of positive police-community relations.
 - v. To promote high ethical standards in the police profession and provide educational scholarships to promote law enforcement professional development.
 - vi. To provide a forum for the open discussion of matters concerning police-community relations in order to lessen community tensions with police.
- III. Restrictions. All policies and activities of the Charity are consistent with applicable tax exemption requirements, including the requirements that the Charity not be organized for profit.
- IV. Contributions, Donations, and Grants. For financial support of the purposes set forth in the Articles of Re-Incorporation, the Charity will establish and maintain a continuous program for the solicitation of funds on a regular basis from the law enforcement community, from private foundations, from other public charities and from the general public.
- V. Charity Board Designation.
 - a. Board of Directors. The governing body of the Charity shall be a Board of Directors which shall operate the Charity in accordance with the Articles of Re-Incorporation and these By-Laws.
 - b. Appointment. The Charity's Board of Directors shall be appointed by a two-thirds vote of the Board of the Corporation.
 - c. Composition.
 - i. The Charity's Board of Directors shall be comprised of five members, as follows:
 1. One director who is a member of the Virginia State Police Association and is either a past President of the Virginia State Police Association or past or present Board member of the Virginia State Police Association.
 2. One director who is an active, inactive, lifetime, or disability life member of the Virginia State Police Association.
 3. Three directors whose connection and past service to the community evidences a passion for the missions of the Charity, and:
 - a. Who has a willingness to serve in order to advance the Charity;
 - b. Who is either an associate or honorary member of the Virginia State Police Association.
- VI. Structure. The Charity's Board shall be delineated by the following roles and obligations

VII. Chairman shall:

- a. Provide direction for the Board in supporting the missions of the Charity.
- b. Ensure accountability through procedures to ensure the Charity's ongoing success.
- c. Develop strategic processes to fulfill the missions of the Charity.
- d. Maintain regular communication with the Corporation's Board, including providing all requested documentation related to the Charity's activities.
- e. Execute contracts on behalf of the Charity and as approved by the Charity Board.
 - i. Treasurer / Secretary shall:
 1. Document the activities and communications of the Board.
 2. Record expenses, the allocation of funds and prepare cost analysis for fundraisers and other events.
 3. Provide the Charity's financial information to the staff of the Corporation.
 - ii. Director of Public Engagement / Vice-Chairman shall:
 1. Engage a coalition of stakeholders and community leaders to build relationships.
 2. Develop advocacy campaigns that advance our Charity's missions.
 3. Serve in the absence of the Chairman.
 - iii. Director of Charitable Giving - Lead the creation and execution of a comprehensive strategy and implementation plan to increase contributed revenue and meet fundraising goals.
 - iv. Director of Social Outreach - Plan, design, implement and monitor social media marketing campaigns which drive the Charity's missions and support charitable giving.
- f. Board Authority.
 - i. Establish community relationships which support the Charity's missions.
 - ii. Garner charitable contributions to support the Charity's missions.
 - iii. Arrange and fund community activities and programs which support the missions of the Charity.
 - iv. Arrange and fund social events which support the missions of the Charity.
 - v. Provide emergency relief:

VIII. To members of the Virginia State Police Association based on actual need and in an amount determined by a majority vote of the Charity Board.

- IX. To members of the Virginia police community, upon a majority vote, in an amount not to exceed \$1000.00, unless upon a unanimous vote of the Charity Board.
- i. Solicit and award educational scholarships in an amount as determined by a majority vote of the Charity's Board.
 - ii. To approve, by a majority vote of the Directors, all reasonably necessary contracts to support the objectives of the Charity.
- b. Meetings.
- i. Regular meetings of the Charity Board shall be held not less than one time each fiscal year at the principal office of the Corporation, or at such other place as the Chairman of the Board shall designate, including electronic meetings, at such time and on such date as the Chairman of the Board shall designate in a notice directed to each member of the Board.
 - ii. Special meetings of the Charity Board may be called by the Chairman. Special meetings may also be held electronically with requisite notice if a quorum participates.
 - iii. Voting rights of a Director shall not be delegated to another nor exercised by proxy.
 - iv. A majority of the voting Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the voting Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

- v. Notice of regular and special meetings shall be provided to the Board of the Corporation.
- vi. Any member of the Board of the Corporation shall have the right to attend any noticed Charity Board meeting.
- c. Program and Grant-making Decisions. Program and grant-making options shall be considered by the Charity Board at any regular or special meeting. Program and grant-making decisions shall be made by a vote of a majority of the Directors at a meeting at which a quorum is present.
- d. Term. Each Director shall serve for a term of four years or until a successor is elected or appointed and has qualified. No Director shall hold the same office for more than two consecutive terms.
- e. Resignation. Any Director may resign at any time by giving written notice to the Chairman or the Board of Corporation. Such resignation shall take effect at the time specified therein, or if no time is specified, at the time of acceptance thereof as determined by the Chair or the Board.
- f. Vacancies. Vacancies on the Board of Directors may be filled for the balance of the remaining term upon a two-thirds vote by the Board of the Corporation.
- g. Removal. A Director may be removed from office by a two-thirds vote of the Board of the Corporation.
- h. Conflict of Interest. A Director shall disclose to the Charity Board, in writing, any relationship which said Director may have with any person, corporation, or other entity with which the Charity proposes to enter into any contract or other transaction or to which the Charity proposes to make any grant which will or may result, directly or indirectly, in financial gain or advantage to the Director by reason of such relationship. If the Director fails to make this disclosure before the Charity enters into the contract or transaction or makes the grant, the Charity Board may terminate the term of the Director forthwith.
- i. Compensation. Directors shall not receive any stated salaries for their services. All travel and other expenses incident to the rendering of services reasonably incurred on behalf of the Charity by a Director during their term of office shall be paid by the Charity in an amount determined by the Corporation.
- j. Use of Funds. The Charity shall use its funds only to accomplish the objectives and purposes specified in these Bylaws.