

THIRD AMENDED AND RESTATED
BYLAWS
OF
THE VIRGINIA PUBLIC SAFETY FOUNDATION

The Virginia Public Safety Foundation (“Foundation”), a nonstock corporation duly formed under the provisions of the Virginia Nonstock Foundation Act, Chapter 10, Title 13.1 of the Code of Virginia (“Code”), hereby amends and restates the Bylaws of the Foundation which shall govern the management and operation of the Foundation’s business and the regulation of its affairs, to the extent consistent with the Foundation’s Articles of Incorporation (“Articles”) and applicable law, and in accordance with Section 13.1-823 of the Code.

ARTICLE I
PURPOSE

The Foundation is organized and shall be operated for educational and charitable purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986, as amended, including the specific purposes set forth in the Foundation’s Articles of Incorporation.

ARTICLE II
DEFINITION OF TERMS

Unless otherwise stated in these Bylaws, all of the terms used in these Bylaws which are defined in Section 13.1-803 of the Code shall be deemed to have the meaning set forth in such Section of the Code. All pronouns and variations thereof shall be deemed to refer to the masculine or feminine, singular or plural, as the identity of the person or persons, may require.

ARTICLE III
ADOPTION

In accordance with Section 13.1-822 of the Code, these Bylaws shall become effective upon ratification, approval and formal adoption by the Board of Directors of the Foundation.

ARTICLE IV
EMERGENCY BYLAWS

In the event that a quorum of the Foundation's Board of Directors cannot readily be assembled because of some catastrophic event, the Board of Directors of the Foundation may, consistent with Section 13.1-824 of the Code, adopt other bylaws to be effective only in such an emergency, which bylaws shall be subject to amendment or repeal by the Board of Directors, and shall provide procedures for calling a meeting, and designation of additional or substitute directors, as well as other provisions necessary for managing the Foundation during such emergency. All provisions of these Bylaws consistent with such emergency bylaws shall remain effective during such emergency. Such emergency bylaws shall not be effective after such emergency ends. Corporate action taken in good faith in accordance with such emergency bylaws shall bind the Foundation and may not be used to impose liability on a director, officer, employee or agent of the Foundation.

ARTICLE V
CORPORATE POWERS

Unless the Foundation's Articles of Incorporation provide otherwise, the Foundation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, including, without limitation, those powers enumerated in Section 13.1-826 of the Code. In the event of an emergency as described in Article IV immediately preceding, the Board of Directors shall have those emergency powers enumerated in Section 13.1-827 of the Code.

ARTICLE VI
DISTRIBUTIONS

In accordance with Section 13.1-814 of the Code, the Foundation shall not issue shares of stock. No dividend shall be paid and no part of the income of the Foundation shall be distributed to its directors or officers.

No part of the net earnings of the Foundation shall inure to the benefit of or be distributable to its directors, 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 purposes set forth in Article II hereof. No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE VII
BOARD OF DIRECTORS

1. Number and Qualification.

(a) All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Foundation shall be managed under the direction of the Board of Directors. The directors shall have the sole voting power of the Foundation.

(b) The Board of Directors shall consist of not less than seven (7) nor more than twenty-one (21) persons who have demonstrated an interest in and concern for, as well as an ability to decide and address issues impacting upon, the Foundation's purposes, objectives, and activities. If at any time there are no directors serving, the registered agent of the Foundation shall appoint one director who shall then fill all remaining vacancies.

(c) Each former Governor of the Commonwealth of Virginia will be offered the status of Honorary Director; provided, however, Honorary Directors shall have no authority over the activities of the Foundation, but may, from time to time, offer advice and counsel on the Foundation's activities.

2. Elections. Directors shall be elected in the manner and for the terms set forth in the Foundation's Amended and Restated Articles of Incorporation. At least two (2) directors shall be elected by the directors then serving at each annual meeting of the directors or at any regular or special meeting of the Board of Directors. Each director then serving will be entitled to one vote for as many persons as there are directors to be elected at that time, and directors shall be elected by a plurality of the votes cast. Any director named between annual meetings or otherwise to replace a director shall serve for the unexpired term of the director whom he or she is replacing. Each director shall hold office for the term for which he or she is elected and until his or her successor shall be elected and qualified. No individual shall be named or elected as a director without his or her consent.

3. Term.

(a) The term of each director shall expire at the third annual meeting of the Board of Directors following the meeting at which he or she is elected or, if earlier, (i) such earlier time as is specified at the initial election of such director or (ii) when his or her successor shall have been duly elected and qualified.

(b) A director may serve two consecutive terms totaling six years provided, however, such limit on terms of services may be waived in exigent circumstances by unanimous action of the Board of Directors. A director is not eligible for re-election after the second three-year term unless the director has rotated off of the board for at least one year.

(c) Despite the expiration of a director's term, such director shall continue to serve until his or her successor is elected and qualifies or until there is a decrease in the number of directors.

4. Resignation and Removal. A director may resign at any time by delivering written notice to the Board of Directors, or the President, or the Secretary. A resignation shall be effective when the notice is delivered unless the notice specifies a later effective date. The Board of Directors may remove one or more directors with or without cause. A director may be removed if the number of votes cast to remove him constitutes a majority of the votes entitled to be cast at an election of directors.

5. Vacancy. If a vacancy occurs on the Board of Directors, including a vacancy resulting from an increase in the number of directors, the vacancy may be filled by the affirmative vote of a majority of the remaining directors, even though less than a quorum of the board.

6. Annual Meeting. The Board of Directors shall meet at least annually on the fourth Thursday in January for the purposes of general organization, the election of officers, the designation of committees and consideration of any other business that may properly be brought before the meeting. If this day is a legal holiday, then the Board shall meet on the first day immediately following that which is not a legal holiday. The failure to hold the annual meeting at the time stated herein shall not affect the validity of any corporate action.

7. Regular or Special Meetings in Addition to the Annual Meeting. Regular or special meetings of the Board of Directors may be held upon notice by word-of-mouth, letter, telegram, cable, phone or electronic mail delivered not later than twenty-four (24) hours preceding the time for the meeting, upon call of the President or Secretary of the Foundation, or at least two (2) directors.

8. Place of Meetings. Meetings of the Board of Directors, annual, regular or special, may be held either within or without the Commonwealth of Virginia. The Board of Directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

9. Quorum and Voting. Action may be taken on a matter by the Board of Directors only at a meeting at which a quorum is present. A quorum of the Board of Directors shall consist of not less than a majority of the number of directors on the board. If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the Board of Directors.

10. Conduct of Meetings. The President shall preside over all meetings of the directors. If the President is not present, the Vice President or, if there be none, the Secretary shall preside. If none of the officers are present, a chairman shall be elected by the meeting. The

~~Secretary of the Foundation shall act as secretary of the meetings if present. If the Secretary is not present, the officer presiding over the meeting shall appoint a secretary of the meeting.~~ The Board of Directors may permit any or all directors to participate in a regular or special meeting by, or conduct a meeting through the use of, any means of communications by which all directors participating may simultaneously hear each other during the meeting.

11. Action Without a Meeting. Any action required or permitted to be taken at a Board of Directors' meeting may be taken without a meeting if the action is taken by all members of the Board. The action shall be evidenced by one or more written consents stating the action taken, signed by each director either before or after the action taken, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this Section is effective when the last director signs the consent unless the consent specifies a different date, in which event the action taken is effective as of the date specified therein provided the consent states the date of execution by each director. A consent signed under this Section shall have the same effect of a meeting vote and may be described as such in any document.

12. Committees. The Board of Directors may create one or more committees and appoint members of the Board of Directors to chair them. Members of the committees other than the chairperson need not be directors. Each committee may have two or more members, who shall serve at the pleasure of the Board of Directors. The provisions of this Article which govern meetings, action without meetings, and quorum and voting requirements of the Board of Directors, shall apply to committees and their members as well. Each committee may exercise the authority of the Board of Directors, subject to Section 13.1-869(D) of the Code.

ARTICLE VIII **OFFICERS**

1. General. The officers of the Foundation shall consist of a President, Immediate Past President ~~and a Secretary~~, and, if elected by the Board of Directors in its discretion, a Treasurer and one or more Vice Presidents, and such other officers and assistant officers and agents as may be deemed necessary by the Board of Directors. All officers shall be elected by the Board of Directors for a term of one year and shall serve at the pleasure of the Board of Directors. However, such limit on terms of services may be waived in exigent circumstances by unanimous action of the Board of Directors. Any two or more offices may be held by the same person. A duly appointed officer may appoint one or more officers or assistant officers if authorized by the Board of Directors.

2. Resignation and Removal. An officer may resign at any time by delivering written notice to the Board of Directors. A resignation shall be effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is made at a later date and the Foundation accepts the future effective date, it may fill the pending vacancy before the effective date if his successor does not take office until the effective date. The Board of Directors may remove any officer at any time with or without cause and any officer or assistant officer, if appointed by another officer, may likewise be removed by such officer.

3. Vacancies. Whenever any vacancies shall occur in any office, the vacancy shall be filled by the Board of Directors.

4. The President. The President shall be the chief executive officer and shall have active executive management of the operations of the Foundation, subject to the control of the Board of Directors. The President shall preside at all meetings of the directors, discharge all the duties that devolve upon a presiding officer, see that all policies, orders and resolutions of the Board of Directors are carried out and perform such other duties as these Bylaws or the Board of Directors may prescribe. The President shall be an ex officio member of all committees of the Board of Directors.

5. The Immediate Past President. The Immediate Past President shall be the most recent President of the Foundation. The Immediate Past President shall be a member of the Executive Committee.

6. The Vice President. The Vice President shall perform all duties incumbent upon the President during the absence or disability of the President, and shall perform such other duties as these Bylaws or the Board of Directors may prescribe.

~~7. The Secretary. The Secretary shall attend all meetings of the Board of Directors, and shall have the responsibility for preparing and maintaining custody of minutes of the directors meetings and for authenticating records of the Foundation. The Secretary shall keep or cause to be kept in a book provided for the purpose a true and complete record of the proceedings of all meetings. The Secretary shall be custodian of the records and the seal of the Foundation and shall see that the seal is affixed to all documents, the executions of which on behalf of the Foundation under its seal have been duly authorized. The Secretary shall attend to the giving of all notices and shall perform such other duties as these Bylaws or the Board of Directors may prescribe.~~

8. The Treasurer. The Treasurer, if any, shall keep correct and complete records of account, showing accurately at all times the financial condition of the Foundation. The Treasurer shall be the legal custodian of all monies, notes, securities, and other valuables that may from time to time come into the possession of the Foundation. The Treasurer shall immediately deposit all funds of the Foundation coming into his hands in some reliable bank or other depository to be designated by the Board of Directors, and shall keep this bank account in the name of the Foundation. The Treasurer shall furnish at meetings of the Board of Directors, or whenever requested, a statement of the financial condition of the Foundation, and shall perform such other duties as these Bylaws or the Board of Directors may prescribe.

9. The Immediate Past President. The Immediate Past President shall attend all Executive Committee meetings and assume other responsibilities as the Board of Directors may prescribe.

10. Transfer of Authority. In case of the absence of any officer of the Foundation or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may transfer the powers or duties of that office to any other officer or to any other director or employee of the Foundation.

ARTICLE IX **MEMBERS**

The Foundation shall have one or more classes or members as designated by future amendment to these Bylaws; provided, however, no member of the Foundation shall have any voting rights or privileges. A member may receive such recognition of membership, including honorary, as the Board of Directors may prescribe from time to time.

ARTICLE X **COMMITTEES**

1. Committees. The Board of Directors may create one or more committees and appoint members of the Board of Directors to chair such committees. Members of the committees other than the chairperson need not be Directors. Each committee shall have three or more members, who shall serve at the pleasure of the Board of Directors. The provisions of the Bylaws which govern meetings, action without meetings, and quorum and voting requirements of the Board of Directors, shall apply to committees and their members as well. Each committee may exercise the authority of the Board of Directors, subject to Section 13.1-869(D) of the Code which limits the power of a committee from not taking actions such as filling vacancy on the Board of Directors or a committee, amending the Articles of Incorporation, or adopting, amending or repealing these Bylaws.

1.2 Executive Committee. The Board of Directors shall have an Executive Committee consisting of not less than three Directors and shall include at least the President, the Immediate Past President and the Vice President. When the Board of Directors is not in session, the Executive Committee shall have all power vested in the Board of Directors by law, by the Articles of Incorporation, or by these Bylaws; provided, however, that the Executive Committee shall not have power to (a) amend the Articles of Incorporation pursuant to Section 13.1-885 of the Code; (b) adopt, amend or repeal the Bylaws; or (c) approve a plan of merger not requiring Member approval.

1.3 Finance Committee. The Board of Directors, by resolution adopted by a majority of the number of Directors fixed by these Bylaws, may elect a Finance Committee that shall consist of not less than three Directors, which shall include the Treasurer. The Finance Committee shall consider and report to the Board with respect to the budget of the Council, the Council's financial health and status, and the financial plans for the Council. The Finance Committee shall also consider and report to the Board with respect to such other matters relating to the financial affairs of the Council as may be requested by the Board or the appropriate

officers of the Council. The Finance Committee shall report periodically to the Board of Directors on all actions that it may have taken.

1.4 Nominating Committee. The Board of Directors, by resolution adopted by a majority of the number of Directors fixed by these Bylaws, shall elect a Nominating Committee that shall consist of not less than three Directors nor more than nine. Members of the Nominating Committee shall be divided into three equal or nearly equal classes. The Nominating Committee shall consider and recommend to the Board of Directors individuals for membership on the Board of Directors. The Nominating Committee shall give consideration to the existing make-up of the Board of Directors and the vacancies created by Directors the terms of whom have expired. The Nominating Committee may recommend Honorary Directors or Emeritus Directors for membership on the Board of Directors.

1.5 Other Committees. The Board of Directors, by resolution adopted by a majority of the number of Directors fixed by these Bylaws, may establish such other standing or special committees of the Board as it may deem advisable. All such committees shall have at least three members and authority of such committees shall be set forth in the resolutions establishing the same.

1.6 Meetings. Regular and special meetings of any committee established pursuant to this Article may be called and held subject to the same requirements with respect to time, place and notice as are specified in these Bylaws for regular and special meetings of the Board of Directors.

1.7 Quorum and Manner of Acting. A majority of the members of any committee serving at the time of any meeting thereof shall constitute a quorum for the transaction of business at such meeting. The action of a majority of those members present at a committee meeting at which a quorum is present shall constitute the act of the committee.

1.8 Term of Office. Members of a committee shall be elected as above provided and shall hold office until their successors are elected by the Board of Directors or until such committee is dissolved by the Board of Directors.

1.9 Resignation and Removal. Any member of a committee may resign at any time by giving written notice of his intention to do so to the President **or the Secretary of the Council.** Any member of a committee may be removed, with or without cause, at any time by such vote of the Board of Directions as would suffice for his election.

1.10 Vacancies. Any vacancy occurring in a committee resulting from any cause whatsoever may be filled by a majority of the number of Directors then serving.

ARTICLE XI
SPECIAL CORPORATE ACTS
NEGOTIABLE INSTRUMENTS, DEEDS AND CONTRACTS

All checks, drafts, notes, bonds, bills of exchange, and orders for the payment of money of the Foundation; all deeds, mortgages, and other written contracts and agreements to which the Foundation shall be a party; and all assignments or endorsements of registered bonds or other securities owned by the Foundation, shall be signed by such officers as the Board may from time to time direct. The Board of Directors may authorize any one of its officers to sign any of such instruments, for an in behalf of the Foundation, without necessity of countersignature; may designate officers or employees of the Foundation, other than those named above, who may, in the name of the Foundation, sign such instruments; and may authorize the use of facsimile signatures of any of such persons.

ARTICLE XII
TRANSACTIONS WITH DIRECTORS

Any contract or other transaction between the Foundation and one or more of its directors, or between the Foundation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the Foundation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers or employees, or in which they are not interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the Board of Directors of the Foundation that acts upon, or in reference to, the contract or transaction, and notwithstanding his or their participation in the action, only if the fact of such interest be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize or ratify the contract or transaction, the interested director or directors to be counted in determining whether a quorum is present and to be entitled to vote on such authorization or ratification. This section shall be construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory law applicable to it.

ARTICLE XIII
CORPORATE SEAL

The corporate seal shall be in such form as shall be approved by the Board of Directors.

ARTICLE XIV
FISCAL YEAR

The fiscal year of the Foundation shall be determined by the Board of Directors in its discretion, subject to applicable law.

ARTICLE XV
NON DISCRIMINATION POLICY

The Foundation will not discriminate on the basis of race, disability, sex, color, religion, sexual orientation, geography or age in either the selection or election of the members of its Board of Directors or in the distribution of its grants and support.

ARTICLE XVI
AMENDMENTS

Any action taken or authorized by the Board of Directors which would be inconsistent with the Bylaws then in effect, but is taken or authorized by the affirmative vote of not less than the number of directors that would be required to amend these Bylaws so that the Bylaws would be consistent with such action, shall be given the same effect as if these Bylaws had been temporarily amended or suspended to the extent necessary to permit the specific action so taken or authorized.

These Bylaws may be amended or repealed by the majority vote of the directors at a meeting at which a majority of the directors then in office is present, provided that written notice shall be given of such meeting and shall include (i) notice that an amendment to these Bylaws will be considered at such meeting and (ii) a fair summary of such amendment to be acted upon.

Amended: February 11, 2013