

BY-LAWS OF THE DEFENSE INTELLIGENCE ALUMNI ASSOCIATION, INC.

Preamble

The Defense Intelligence Alumni Association (hereafter DIAA) is a non-profit corporation formed under the non-stock Corporation Act of the Commonwealth of Virginia, which is organized and shall be exclusively operated for the pleasure, recreation, educational and other nonprofitable purposes for the benefit of the members of the corporation in accordance with the provision of Section 501(c)(7) of the Internal Revenue Code and its Articles of Incorporation as filed with the State Corporation Commission of the Commonwealth of Virginia.

Article 1

Offices

Section 1: Registered Office

The Corporation shall have and continuously maintain in the Commonwealth of Virginia a registered office, with a registered agent whose business office is identical with such registered office, as required by the Non-stock Corporation Act of the Commonwealth of Virginia. The registered agent and the address of the registered office may be changed from time to time by the Board of Directors.

Section 2: Business Offices

The Corporation shall have a principal office and may also have such other business offices at such place or places within or without the Commonwealth of Virginia as the Board of Directors may, from time to time, designate and as the business of the Corporation may require.

Article 2

Purpose

It shall be the purpose of DIAA to:

1. Support the Director, DIA and the DIA workforce in providing the Secretary of Defense with the means to defend the United States against adversarial nations and organizations and if necessary to fight and win the nations wars.

2. Provide a forum for the exchange of information, ideas, and experiences to enhance the growth of DIAA members and its constituents.

Article 3

Board of Directors

Section 1: General Powers

The Board of Directors shall have the power to direct and manage the affairs and property of the Corporation and shall have the power to adopt rules and regulations governing the actions of the Board.

Section 2: Standards of Conduct

Directors shall discharge their duties in accordance with their good-faith judgment in the best interest of the Corporation. Directors shall be entitled to rely on information, opinions, reports or statements, including but not limited to financial statements and other financial data, prepared or presented by any officer or employee, committee or outside advisor which the Directors, in good faith, believe to be reliable and competent in the matters being addressed , unless they have knowledge or information concerning the matter in question that makes such reliance unwarranted.

Section 3: Composition of the Board of Directors: Number, Qualifications, Election, and Tenure

A. There shall be twelve elected voting Directors and two non-voting Defense Intelligence Agency appointed representatives. Directors need not be residents of Virginia and may participate when practical in Board of Director meetings via conference calls or video tele-conferencing.

B. Directors shall be elected by vote of Corporation members. Members may vote in person at the annual business meeting, by electronic means within the period voting is authorized, or by proxy. If voting by proxy, the member so voting will inform the DIAA Secretary of the proxy designation not later than 10 calendar days prior to the election. Proxys may take any form as long as the Proxy is in written form, pertains to the election of the Board of Directors and the name of the member providing the proxy and the person to whom the proxy is provided is clearly indicated. Proxys will remain valid for 30 days from date of designation unless revoked earlier in writing by the member. Such revocation will be provided the DIAA Secretary.

C. Election to the Board of Directors will be held annually.

(1) Directors term lengths shall be structured so that at least two but not more than four director positions expire during one calendar year.

(2) Directors will serve a three-year term.

(3) Directors may serve two consecutive terms but must have a break of one year after leaving the board before being reelected. With the concurrence of two-thirds of the Board of Directors, a director may be extended for a period of up to one year pending election or appointment of his or her successor.

Section 4: Vacancies

Any vacancy occurring in the Board of Directors that shall occur prior to the expiration of a term shall be filled temporarily by such person as shall be appointed thereto by an affirmative vote of a majority of the remaining members of the Board of Directors. A Director so appointed to fill a vacancy shall hold office until the next general election and may be a nominee for election. Temporary appointments to the Board will not count as a term of office for the purpose of term limits.

Section 5: Removal

Any Director may be removed, with or without cause, by the Board of Directors upon an affirmative vote of two-thirds of the remaining members of the Board whenever, in its judgement, the best interest of the Corporation would be served thereby.

Section 6:

The annual business meeting of the Membership shall be held yearly at such time and place as shall be designated by the President of the Corporation. The agenda of the annual meeting shall be submitted to the Membership at least twenty (20) calendar days before the annual meeting. The annual meeting shall include the announcement of the result of the election of board members and the annual financial report.

Section 7: Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President of the Corporation or any three (3) Directors. The President will fix a reasonable place, either within or without the Commonwealth of Virginia, as the place for holding any special meetings of the Board.

Section 8: Meeting Notice

a. Notice of any meeting of the Board of Directors shall be given at least five (5) calendar days previous thereto, either orally or in person, by telephone, by written notice delivered personally, by mail, by email or by facsimile transmission to each Director at his or her address as shown in the records of the Corporation. If by oral notice, such notice shall be deemed effective when communicated if the communication is reasonable and comprehensive. If written notice, such notice shall be deemed effective either when delivered, email or transmitted by facsimile to the recipient or when deposited in the United States mail in a sealed envelope so addressed. Any Director may waive notice of any meeting. The place and purpose of any Board of Director meeting shall be specified in the notice of such meeting.

b. The attendance of or participation by a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director at the beginning of the meeting or promptly upon arrival expresses an objection to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting. IN such case if there be quorum of Directors at the meeting, then the meeting shall be deemed official, and all business transacted shall be deemed legal. If there is not a quorum without the objecting Director, no official business may be transacted, and no decisions may be made.

Section 9: Quorum

A majority of the total number of members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but, if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 10: Manner of Acting

The Board of Directors shall act only by a majority vote at a meeting at which a quorum is present, unless the act of a greater number is required by law or by these by-laws. Members of the Board of Directors may participate in a meeting of such Board by means of a conference telephone or other electronic communication equipment whereby all persons participating by such means shall be able to hear all other participants. Participation by such means shall constitute presence in person at such a meeting. A written record shall be made of the action taken at each meeting.

Section 11: Compensation

Directors as such shall not receive any compensation or stated salaries for their services, but by resolution of the Board of Directors reimbursement may be approved for expenses incurred on behalf of the Corporation and expenses may be allowed for attendance at each annual meeting or special meeting of the Board; but nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

Section 12: Use of electronic means for action by Directors

Any action required, which could be taken at a meeting of Directors in person, may be taken without a meeting in person if consent is received electronically or in writing setting forth the action taken and electronically voted on by a quorum of the Directors.

Section 13: Resignation of Directors

A Director may resign from the Board of Directors at any time by giving written notice of his or her resignation addressed to the President or Secretary of the Corporation, or by presenting his or her resignation at a regular, annual or special meeting of the Board of Directors.

Section 14: Non-Voting Advisors

Past Presidents (Presidents Emeriti) and past board members of the corporation may from time to time be asked by the Board of Directors to serve as a non-voting advisors to the board.

Article IV

Officers, Elections and Term of Office

Section 1: The officers of the Corporation shall be a President, Vice President, a Secretary and a Treasurer and such other officers as the Board may decide as necessary for the effective conduct of the affairs of the Corporation. The Board of Directors shall appoint all officers of the Corporation. Only elected Board of Director members may be officers of the Corporation, but the Board of Directors may appoint non-voting assistants to support the appointed officers. Non-voting assistants will have the authority to perform the duties prescribed for the office to which appointed as authorized by the Board of Directors.

Section 2: Officer Election and Term of Office

The officers of the Corporation shall be appointed by the Board of Directors at the first Board of Directors meeting following the annual business meeting. If the appointment of officers cannot be held at such meeting, the election shall be held as soon as conveniently possible. Non-voting assistant officer positions to support the appointed officers may be created and filled at any meeting of the Board of Directors. Officers, except for the President (See the paragraph on may hold office for a term of three (3) years, as determined by the Board of Directors. Officers are eligible for reelection to a second term and shall hold office until a successor shall have been elected and qualified.

**President**: The President shall be an elected Board member and will serve as the chief executive officer of the Corporation for two years or until his election to the Board of Directors expires whichever comes first. A President may be elected for a second term but shall serve no more than two consecutive terms if otherwise eligible. The President shall supervise and conduct the business affairs of the Corporation. The President shall preside at meetings of the Board of Directors as Chairman of the Board. The President will sign, with the Secretary, or other officer of the Corporation authorized by the Board of Directors, any deed, mortgage, bond, contract or other instrument that the Board of Directors has authorized to be executed, except in the cases where the signing and execution thereof shall be expressly delegated by these by-laws, or by statute to some other office or agent of the Corporation.

**Vice President:**  The Vice President shall have such responsibility and authority, and shall perform such duties, as hall be determined by the Board of Directors or may be assigned by the President. He or she will serve in the capacity of President in the absence or disqualification thereof.

**Treasurer:** The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VI of these by-laws; and, in general, perform all the duties as from time to time that may be assigned by the President or by the Board of Directors. The Treasurer shall, if required by the Board of Directors, give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors may determine.

**Secretary:** The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; be custodian of the corporate records and assure the proper signatures are affixed to all documents and that the execution thereof is in accordance with the provisions of these by-laws; keep a register of the post office address of each Director which shall be furnished to the Secretary by such Director; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

**Vacancies:** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, shall be filled by such person who shall be elected thereto by an affirmative vote of a majority of the Board of Directors for the unexpired portion of the term to which he or she succeeds (See Article III, Section 4).

 **Removal from Office:** Any officer elected or appointed by the Board of Directors may be removed by the Board upon an affirmative vote of a majority of the entire Board of Directors, whenever in its judgment the best interests of the Corporation would be served thereby.

Article V

Classes of Members and Reciprocity

Regular Members: US civilians who were or are employed by or on exchange duty from other government organizations with the Defense Intelligence Agency and its subordinate units or organizations and, US military personnel who were assigned to, or on exchange duty with, DIA or its subordinate units or organizations, are eligible to become regular members upon application for membership and payment of dues. United States civilian or military personnel who have graduated from the National Intelligence University and its predecessor organizations are eligible to become regular members upon application for membership and payment of dues. Applicants may be required to provide verification of either DIA employment or having performed in a support role for the DIA mission.

Associate Members: Spouses and former spouses of current and deceased DIA members who do not qualify for regular membership, may become associate members of DIAA. Associate members may not vote but are otherwise entitled to all the benefits of regular members upon application for membership and payment of dues. Membership is subject to verification that the spouse was employed by or supported the DIA mission.

Honorary Members: The Board of Directors may grant honorary membership for a period not to exceed one year to an individual who has served or assisted DIAA in a manner determined by the board to warrant such recognition. This includes those who write an article for the DIAALOG and speakers at the Defense Intelligence Forum. Honorary members may not vote, but otherwise are entitled to all the benefits of regular members.

Reciprocal Members: The Board of Directors may choose to enter into reciprocal agreements with other intelligence related organizations with members of both organizations receiving reciprocal non-voting membership benefits from each respective organization. Entitlement benefits will be as specified by the Board of Directors in reciprocal agreements.

One Year Gift Membership: A one-year membership may be purchased by any DIAA member for anyone who is eligible for membership. The purchaser shall provide the name and email address or home address for the gift membership to the DIAA Secretary and Treasurer.

Lifetime Membership: A free Lifetime Membership may be proposed by and voted on by the DIAA Board of Directors. Eligibility would be determined by the Board based on the individuals exemplary service as a member, officer, advisor, or volunteer on behalf of DIAA Board of Directors. The following factors are to be considered when awarding the lifetime membership:

Factor 1: Significance of Contributions

The individual’s contributions must have played a distinctive role in strengthening and/or Unifying DIAA’s contributions to its members and/or DIA’s activities.

Factor 2: Transformative Leadership

The individuals conceived, planned, or support to DIAA’s policies, procedures, or business practices resulted in efficiencies, resource savings, and improved performance within the organization.

FACTOR 3: Sustained Impact

The individuals lasting contributions made a recognizable long-term impact on DIAA and/or its

membership.

FACTOR 4: Demonstrated Commitment

The individual demonstrated extraordinary commitment and dedication to DIAA, its mission, and its members.

Article VI

Committees

Section 1: Executive Committee

The Corporation Executive Committee (EXCOM) shall consist of the President, Vice President, Secretary and Treasurer. This body will meet at the direction of the President and shall have the authority to exercise the authority of the Board of Directors in the management toward Corporation goals during the intervals between board meetings.

A majority of committee members shall constitute a quorum. The Executive Committee shall not have the authority of the Board of Directors in reference to:

* Amending, altering or repealing the by-laws.
* Electing, appointing or removing any Director of the Corporation.
* Amending the Articles of Incorporation.
* Adopting a plan of merger or adopting a plan of consolidation with another corporation.
* Authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation.
* Authorizing the voluntary dissolution of the Corporation or revoking proceedings therefore.
* Amending, altering or repealing any resolution of the Board of Directors which by its term provides that it shall not be amended, altered or repealed by such committee.

The designation and appointment of an Executive Committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or an individual Director, of any responsibility imposed upon him or her by law.

Section 2: Special Advisory Committee (SAC)

The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint Special Advisory Committees (SAC) as required. A Special Advisory Committee (SAC) can review, discuss, and formulate recommendations on issues of importance to the Board of Directors.

Section 3: Committee Appointment and Governance

The President shall be an ex-officio member of all committees and shall appoint committee chairs. Committee chairs shall recruit members of their committees who shall serve at the pleasure of the President and committee chair. Each committee may adopt rules for its own governance not inconsistent with these by-laws or with rules adopted by the Board of Directors. Committee chairs will publish the committee governance rules, functions and membership and provide the Board of Directors with a monthly update on committee actions.

Article VII

Checks, Deposits and Funds

Section 1: Checks, Drafts, etc.

All checks, drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by the Treasurer or such other officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 2: Deposits

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 3: Gifts and Contributions

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purpose or for any special purpose of the Corporation. Such contributions, gifts, bequests, or devises shall be in conformity with the laws of the United States, the Commonwealth of Virginia, or any other relevant jurisdiction.

Article VIII

Books and Records

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any authority of the Board of Directors.

Article IX

Fiscal Year

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December.

Article X

Waiver of Notice

Whenever any notice is required to be given under the provisions of the Non-stock Corporation Act of the Commonwealth of Virginia or under the provisions of the Articles of Incorporation or the by-laws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article XI

Indemnification

Any present or former Director or officer of the Corporation, or other such persons so designated in the discretion of the Board of Directors, or the legal representative of such person, shall be indemnified by the Corporation against all reasonable costs, expenses, and counsel fees paid or incurred in connection with any action, suit, or proceeding to which any such person or his legal representative may be made a party by reason of his or her being or having been such Director or officer, or serving or having served the Corporation, except in relation to matters as to which he or she shall be found guilty or negligence or misconduct in respect of the matters in which indemnity is sought and in relation to matters settled or otherwise terminated without a final determination on the merits where such settlement or termination is predicated on the existence of such negligence or misconduct.

Article XII

Dissolution

The Corporation may dissolve and wind up its affairs in accordance with the procedures set forth in the Non-stock Corporation Act of the Commonwealth of Virginia. Upon dissolution of the Corporation and the winding up of its affairs, the assets of the Corporation shall be distributed exclusively as provided in the Articles of Incorporation of the Corporation.

Article XIII

Amendments to By-Laws

These by-laws may be altered, amended, or repealed and new by-laws may be adopted by the affirmative vote of a majority of the Board of Directors present at any annual meeting or at any special meeting.