

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

ARTICLE I 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 business 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 II Purpose

Section 1. Nature of Corporation.

The Corporation is a non-profit, nonstock corporation formed under the Non-stock Corporation Act of the Commonwealth of Virginia, which is organized and shall be exclusively operated for pleasure, recreation, educational and any other non-profitable purpose for the benefit of the members of the corporation in accordance with the provisions of Section 501(c)(7) of the Internal Revenue Code and the Regulations promulgated and applicable rulings issued hereunder.

Section 2. Primary Purpose.

The Corporation is organized and shall be exclusively operated in accordance with its Articles of Incorporation as filed with the State Corporation Commission of the Commonwealth of Virginia.

ARTICLE III Board of Directors

Section 1. General Powers.

The Board of Directors shall have the general power to manage and control the affairs and property of the Corporation, and shall have full power, by majority vote, to adopt rules and regulations governing the action of the Board.

Section 2. Standard of Conduct.

Each Director, in his capacity as such and including any duties as a member of any committee of the Corporation as provided in Article V, shall discharge his duties in accordance with his good faith judgment of the best interest of the Corporation. Generally, a Director 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, employee, committee or outside advisor which the Director, in good faith, believes to be reliable and competent in the matters being addressed, unless he has knowledge or information concerning the matter in question that makes such reliance unwarranted.

Section 3. Number, Qualifications, Election and Tenure of Directors.

A, The number of Directors constituting the Board of Directors shall be twelve (12) voting directors elected from the association's membership and two non-voting members appointed by the Defense Intelligence Agency. Directors need not be residents of Virginia.

B. The original Board of Directors shall be composed of those Directors named in the Corporation's Articles of Incorporation, as filed with the State Corporation Commission of the Commonwealth of Virginia. Each original Director shall hold office from the date of the organizational meeting of the Corporation until the first annual meeting of the Board of Directors and until his successor is elected and qualified.

C. Election to the Board of Directors will be held annually. Directors will serve for one (1) to three (3) year terms as determined by the board. They may serve for a maximum of two terms consecutively or until their respective successors are elected and qualified. After having served for two terms, they may not stand again for election until they have been out of office for at least six months. Board of Director term lengths should be structured so that at least two but not more than four director positions expire during one calendar year.

D. Election to the Board of Directors shall be by majority vote of the then members of the association present at the annual business meeting.

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 elected thereto by an affirmative vote of a majority of the remaining members of the Board of Directors of the Corporation. A Director so elected to fill a vacancy shall hold office until the next general election and will be a nominee for re-election. Temporary appointments to the Board will not count as a term in 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 of Directors whenever, in its judgment, the best interests of the Corporation would be served thereby.

Section 6. Annual Meetings.

The annual meeting of the Membership shall be held each year, 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) days before the annual meeting. The annual meeting should include the normal 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 two of the Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the Commonwealth of Virginia, as the place for holding any special meeting of the Board called by them.

Section 8. Notice.

Notice of any meeting of the Board of Directors shall be given at least five (5) days previous thereto, either verbally in person or by telephone, or by written notice delivered personally, sent by mail, email or by facsimile transmission to each Director at his address as shown in the records of the Corporation. If verbal notice, such notice shall be deemed effective when communicated if the communication is in a reasonable and comprehensible manner. If written notice, such notice shall be deemed effective either when delivered, emailed 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 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 his arrival expresses his objection to holding the meeting or transacting business at the meeting and he does not thereafter vote for or assent to any action taken at the meeting. The business to be transacted at, and the purpose of,

any meeting of the Board of Directors need not be specified in the notice or waiver of notice of such meeting.

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 similar communications equipment whereby all persons participating by such means shall be able to hear all other participants and such 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 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 therefore.

Section 12. Informal Action by Directors.

Any action required, which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed or electronically voted by all 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 resignation addressed to the President or Secretary of the Corporation, or by presenting his written resignation at an annual or special meeting of the Board of Directors.

Section 14 Non-voting Directors.

Past Presidents (Presidents Emeritus) of the corporation may continue to serve as non-voting members of the board with the approval of current board members or on committees to provide historical background, continuity and context for past decisions, policies and actions of previous boards, and give advice on current and future policies and activities.

Section 15 Board of Advisors.

Past Presidents (Presidents Emeritus) and past board members of the corporation may serve on or be considered as, a Board of Advisors to provide historical continuity and assistance to the Board of Directors.

ARTICLE IV Officers, Classes of Members and Reciprocity

Section 1. Officers.

The officers of the Corporation shall be a President, a Secretary and a Treasurer and such other officers as may be elected in accordance with the provisions of this Article. The Board of

Directors may elect or appoint such other officers, including one or more Vice Presidents, one or more Assistant Secretaries, and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. Election and Term of Office.

The officers of the Corporation shall be elected by the Board of Directors at an annual meeting of the Board. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office for a term of one (1) year or two (2) years, as determined by the Board of Directors, and until his successor shall have been duly elected and qualified.

Section 3. Removal.

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.

Section 4. 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.

Section 5. President.

The President shall be the chief executive officer of the Corporation and shall, in general 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 may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deed, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in the cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-laws or by statute to some other officer or agent of the Corporation; and, in general, he shall perform all duties incident to the office of President and such duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice President.

Each Vice President shall have such responsibility and authority, and shall perform such duties, as shall be determined by the Board of Directors or may be assigned by the President.

Section 7. 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 may be assigned to him 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 duties in such sum and with such surety or sureties as the Board of Directors may determine.

Section 8. 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 of

the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under this seal is duly authorized 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 to him by the President or by the Board of Directors.

Section 9. Assistant Secretaries and Assistant Treasurers.

The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the President, the Treasurer, the Secretary or by the Board of Directors. If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors may determine.

Section 10, Classes of Members and Reciprocity.

- a. Regular Members: US civilians employed by, retired from, or on exchange duty from other US 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, or the Defense Attache System 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 Defense Intelligence College are eligible to become regular members upon application for membership and payment of dues subject to the DIIA acceptance process. For events where classified information is to be presented, regular members must be up to date in DIA's security data base or have security clearances that can be certified to DIA.
- b. Associate Members: Spouses or former spouses of current and deceased DIA members are entitled to all the benefits of regular members upon application for membership and payment of dues for regular membership subject to the DIIA acceptance process. For events where classified information is presented, associate members, must have security clearances that can be certified to DIA..
- c. 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 DIIA in a manner determined by the board to warrant such recognition. Honorary members are entitled to attend all DIIA sponsored events as regular members.
- d. 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 membership benefits from each respective organization. Entitlement benefits will be as specified by the Board of Directors in reciprocal agreements.

ARTICLE V Committees

Section 1. Executive Committee of Directors.

The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint an Executive Committee, which shall consist of at least two Directors, one of whom shall be the President of the Corporation, which committee shall have and exercise the authority of the Board of Directors in the management of the Corporation during the intervals between meetings; provided, however, that such 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; or 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 any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him by law.

Section 2. Advisory and Other Committees.

The Board of Directors may also appoint such other committees, including an Advisory Committee, as the Board may determine, which shall have such powers and duties as shall from time to time be prescribed by the Board. The President shall be a member ex-officio of each Committee appointed by the Board of Directors.

Section 3. Term of Office.

Each member of a committee shall continue as a member thereof until the next annual meeting of the Directors of the Corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 4. Chairman of Committees.

One member of each committee shall be appointed Chairman thereof; provided, however, that the President of the Corporation shall be the Chairman of the Executive Committee.

Section 5. Vacancies.

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6. Quorum.

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. Rules.

Each committee may adopt rules for its own government not inconsistent with these By-laws or with rules adopted by the Board of Directors.

ARTICLE VI Contracts, Checks, Deposits and Funds

Section 1. Contracts.

The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these By-laws, to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc.

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such 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 3. 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 4. 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 VII 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 of the authority of the Board of Directors.

ARTICLE VIII 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 IX Seal

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the words: "DEFENSE INTEL ALUMNI ASSOCIATION, INC., 1998, Commonwealth of Virginia, Corporate Seal."

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 being or having been such a Director or officer, or serving or having served the Corporation, except in relation to matters as to which he shall be found guilty of 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 Nonstock 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.
