



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, 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

Directors, in their capacity as such and including any duties as a member of any committees of the Corporation as provided in Article VI, shall discharge their duties in accordance with their good faith judgment in the best interest of the Corporation. Generally, 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, 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. At the discretion of the Board, elections may be accomplished by those attending the annual business meeting or electronic voting of all members. Votes shall be tallied and the results announced at the annual business meeting.

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

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

(2) Directors normally will serve three (3) year terms. The Board may, however, adjust term lengths to comply with C (1), above.

(3) Directors may serve two elective terms consecutively but must have a break of at least six months after leaving the Board. With the concurrence of two thirds of the Directors, the Board may maintain Directors with expiring terms on the Board until a qualified successor is appointed or elected.

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 may be a nominee for 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 Business Meetings

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) 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 two of the Directors. The President will fix a reasonable place, either within or without the Commonwealth of Virginia, as the place for holding any special meeting of the Board.

Section 8 Meeting Notice

- a. Notice of any meeting of the Board of Directors shall be given at least five (5) days previous thereto, either orally in person by telephone, by written notice delivered personally, by mail, by email or by facsimile transmission to each Director at his 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, 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 place and purpose of any Board of Directors 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 is a quorum of Directors at the meeting, then the meeting shall be deemed official and all business transacted shall be deemed legal. If there isn't a quorum without the objecting officer, 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 similar communications 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 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 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 resignation addressed to the President or Secretary of the Corporation, or by presenting his written 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 current board members to serve as non-voting advisors to the board.

ARTICLE IV Officers, Classes of Members and Reciprocity

Section 1 Officers

The Officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer and such other officers as the Board may decide as necessary for the effective conduct of 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 particular office if so authorized by the Board of Directors.

Section 2 Officer Election and Term of Office.

The Officers of the Corporation shall be elected by the Board of Directors at the first Board of Directors meeting following the annual Business meeting. If the election 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 elected officers may be created and filled at any meeting of the Board of Directors. Officers, except for the President (see Section 5 below), 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. A President is eligible for reelection to a second term but shall serve no more than two consecutive terms. The President 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, 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.

Vice President

The 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.

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 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 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 Attaché Service 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 predecessors 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 may become associate members of DIAA. However, they may not vote, but otherwise are entitled to all the benefits

of regular members upon application for membership and payment of dues as determined by the Board of Directors. 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. 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.

Article VI Committees

Section 1 Executive Committee (EXCOM)

The Corporation Executive Committee (EXCOM) shall consist of Officers of the Corporation (the President, Vice President, the Treasurer and the Secretary). This body will meet at the direction of the President and shall have and exercise the authority of the Board of Directors in the management towards 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 any individual Director, of any responsibility imposed upon it or him 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 for the Board of Directors.

The designation and appointment of any SAC 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 3 Committee Appointment and Governance

The President, shall be an ex-officio member of all committees, 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 chair will publish the committee governance rules, functions and membership and provide the Board of Directors a monthly update on committee actions.

ARTICLE VII Contracts, Checks, Deposits and Funds

Section 1 Contract.

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 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 of the 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 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.