

**BYLAWS**

**OF**

**WIFLE FOUNDATION, INC.**

**Adopted March 14, 2006**

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**OF**  
**WIFLE FOUNDATION, INC.**  
**Adopted March 14, 2006**

**Article I**

**NAME AND PURPOSE**

Section 1. **Name.** The name of this corporation shall be Women in Federal Law Enforcement, Inc., hereinafter referred to as the "Corporation."

Section 2. **Purpose.** The purposes for which the Corporation is organized and operated are to engage exclusively in such educational and other non-profit activities as may qualify it for exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (hereinafter referred to as the "Code") (or the corresponding provision of any future federal income tax law).

Without restricting the generality of the foregoing, the purposes for which this Corporation is organized are, inter alia, (i) to determine and carry out the charitable and educational agenda of Women in Federal Law Enforcement, Inc., a Virginia nonstock corporation ("WIFLE") that has been determined to be exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1954 (hereafter referred to as the "Code"); (ii) to educate and enlighten the public about women in law enforcement, and women serving in law enforcement-related positions; (iii) to provide or conduct training conferences, programs and educational events and workshops of interest and benefit to women in law enforcement and law enforcement-related positions; (iv) to assist WIFLE members to attend training or other educational events relating to women in law enforcement and law enforcement-related activities; (v) to conduct research and develop model policies aimed at improving gender equity in law enforcement; and (vi) to act as an information-sharing network for women interested in or currently employed in law enforcement or law enforcement-related positions.

Section 3. **Prohibited Activities.** No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private persons, except that the Corporation shall have the authority to pay reasonable compensation for services actually rendered to or for the Corporation. Except to the extent permitted by Sections 501(c)(3), and (h) of the Code, no substantial part of the activities of the Corporation shall consist of

carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation or the Virginia Code governing or pertaining to the Corporation or the bylaws of the Corporation, the Corporation shall not engage in or carry on any activities not permitted to be engaged in or carried on by a corporation described in Section 501(c)(3) of the Code (or the corresponding provision of any future federal income tax law) and exempt from taxation under Section 501(a) of the Code (or the corresponding provision of any future federal income tax law), or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future federal income tax law).

## **Article II**

### **MEMBERSHIP**

Section 1. **No Members.** The Corporation shall have no members.

## **Article III**

### **OFFICES**

Section 1. **Registered Office.** The registered office shall be located in Alexandria, Virginia.

Section 2. **Other Offices.** The Corporation may also have offices at such other places both within and without the State of Virginia as the Board of Directors may from time to time determine or the business of the Corporation may require.

## **Article IV**

### **OFFICERS**

Section 1. **Number.**

- (a) The officers of the Corporation shall consist of a President, a Vice President, a Treasurer, a Secretary, and such other officers and/or

assistant or deputy officers as may be appointed from time to time.

- (b) The officers shall be appointed by the Board of Directors.
- (c) Any number of offices may be held by the same person.

Section 2. **Term.** Unless otherwise stated herein, each officer shall serve for one year, commencing on the first day of the Corporation's fiscal year, and until such officer's successor is appointed and qualified.

Section 3. **Duties and Authority.** The officers shall have such duties and authorities as generally pertain to their respective offices as set forth below and as from time to time may be conferred by the Board of Directors. Without limiting any of the foregoing:

- (a) The President shall be the Executive Director and Chief Executive Officer of the Corporation, shall have general and active management of the business of the Corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect. The Executive Director shall serve as a member of the Board of Directors of the Corporation and shall preside at all meetings of the Board of Directors, decide all questions of order (subject to approval), and call special meetings whenever, in the Executive Director's judgment, it shall be deemed necessary and/or in the best interest of the Corporation. The Executive Director serves as official liaison to public groups, other professional organizations and responds to official and public inquiries. The Executive Director may delegate any of the duties and authorities of the Executive Director to any Assistant or Deputy Executive Director appointed by the Board of Directors. The President shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the Corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Corporation.
- (b) The Vice President, or if there shall be more than one, the Vice-Presidents in the order determined by the Board of Directors, shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.
- (c) The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements

in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors, at its regular meetings, or when the Board of Directors so requires, an account of all transactions as treasurer and of the financial condition of the Corporation.

If required by the Board of Directors, the Treasurer shall give the Corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of the office of Treasurer and for the restoration to the Corporation, in case of his or her death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his or her possession or under his or her control belonging to the Corporation. The Assistant Treasurer, or if there shall be more than one, the Assistant Treasurers in the order determined by the Board of Directors, shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

- (d) The Secretary shall attend all meetings of the Board of Directors and record all the proceedings of the meetings of the Board of Directors in a book to be kept for that purpose and shall perform like duties for the standing committees when required. The Secretary shall give, or cause to be given, notice of all meetings of the shareholders and special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under supervision thereof. The Secretary shall have custody of the corporate seal of the Corporation and the Secretary, or an Assistant Secretary shall have authority to affix the same to any instrument requiring it and when so affixed, it may be attested by signature of the Secretary or of such Assistant Secretary. The Board of Directors may give general authority to any other officer to affix the seal of the Corporation and to attest the affixing by his or her signature. The Assistant Secretary, or if there be more than one, the Assistant Secretaries in the order determined by the Board of Directors, shall, in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

- (e) Other officers and/or assistant and/or deputy officers shall have such duties and authorities as may be assigned to them by the Board of Directors upon appointment.

Section 4. **Vacancies.** Any vacancy occurring in any office of the Corporation shall be filled by the Board of Directors.

Section 5. **Removal From Office.** Any officer elected or appointed by the Board of Directors may be removed at any time by the affirmative vote of a majority of the Board of Directors.

Section 6. **Compensation.** Except as otherwise determined by the Board of Directors, the officers shall receive no compensation for their services, but may be reimbursed for out-of-pocket expenses incurred in the discharge of their duties.

## **Article V**

### **BOARD OF DIRECTORS**

There shall be a Board of Directors of the Corporation consisting of one or more directors.

Section 1. **Duties and Authority.** All corporate powers shall be exercised by or under the authority of, and the business of the Corporation managed under the direction of, the Board of Directors, subject to these Bylaws and the Articles of Incorporation.

Section 2. **Number and Election of Directors.** The Board of Directors of the Corporation shall consist of a minimum of one and not more than five directors, and the number of directors may be fixed or changed from time to time within such minimum and maximum by the Board of Directors. The maximum number of directors may be increased or decreased from time to time by the incorporator, Women in Federal Law Enforcement, Inc. All directors of the Corporation, including the initial directors of the Corporation, shall be appointed by the Board of Directors of Women in Federal Law Enforcement, Inc.

Section 3. **Meetings.** Meetings of the Board of Directors, regular or special, may be held either within or without the State of Virginia. Regular meetings of the Board of Directors may be held upon such notice, or without notice, and at such time and at such place as shall from time to time be determined by the

Board of Directors. Special meetings of the Board of Directors may be called by the President on two (2) days' notice to each Director, either personally or by mail or by facsimile telecommunication; special meetings shall be called by the President or Secretary in like manner and on like notice on the written request of two directors. Attendance of a Director at any meeting shall constitute a waiver of notice such meeting, except where a Director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice of waiver of notice of such meeting.

Section 4. **Action Without Meeting.** Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if written consent setting forth the action so taken is signed by all members of the Board of Directors and filed with the corporate records.

Section 5. **Quorum and Voting.** A majority of the voting members of the Board of Directors shall constitute a quorum. The act of a majority of these voting members present at a meeting at which a quorum is present shall be the act of the Board of Directors. All matters shall be decided by a majority vote, unless otherwise stipulated herein. If a quorum shall not be present at any meeting of directors, the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

## Article VI

### COMMITTEES OF DIRECTORS

Section 1. **Appointment.** A majority of the number of directors fixed by the Bylaws or otherwise, may create one or more committees and appoint members of the Board of Directors to serve on the committee or committees.

Section 2. **Authority.** Each committee shall have two or more members who serve at the pleasure of the Board of Directors. To the extent provided by the Board of Directors or Articles of Incorporation, each committee shall have and exercise all of the authority of the Board of Directors in the management of the Corporation, except as otherwise required by law.

Section 3. **Proceedings.** Each committee shall keep regular minutes of its proceedings and report the same to the Board of Directors when required.



## **Article VII**

### **FISCAL YEAR**

Section 1. **Fiscal Year.** The fiscal year of the Corporation shall be the calendar year beginning January 1 and ending December 31, of each year.

## **Article VIII**

### **AMENDMENTS**

Amendments to these Bylaws may be made by majority vote of the Board of Directors at a meeting at which a quorum is present or by unanimous written consent of the Board of Directors.

## **Article IX**

### **DISSOLUTION**

In the event of dissolution or winding up of the Corporation, all remaining assets, after payment of liabilities, shall be distributed to one or more charitable, educational or other organization exempt from federal tax under Section 501(c)(3).