



**AMENDED AND RESTATED  
BYLAWS  
of**

**THE FBI LOUISVILLE CITIZENS ACADEMY ALUMNI ASSOCIATION**

As adopted on November 10, 2022

**ARTICLE I - PURPOSE**

1.1 Name. The name of the corporation is the FBI Louisville Citizens Academy Alumni Association (the "Corporation").

1.2 Principal Office and Other Offices. The principal office and the known place of business of the Corporation are as listed in Corporation's Articles of Incorporation. The Corporation may change its mailing address and principal office, or adopt other and additional offices, as the Board of Directors of the Corporation (the "Board") may designate from time to time.

1.3 Records. The Corporation shall keep correct and complete books and records of account and shall also keep the minutes of all meetings of the Board, its Members and committees, and shall keep at its registered or principal office a record giving the names and addresses of all those entitled to vote. All books and records of the Corporation may be inspected by any Member in good standing, or his agent or attorney or by a person duly authorized on behalf of the FBI, upon request, for any purpose at any reasonable time.

1.4 Corporate Seal, Logo and Disclaimer. The Corporation may have, but is not required to have, a Corporate Seal and the use or non-use of a corporate seal shall not affect the validity, recordability or enforceability of a document or act. The seal need only include the word "Seal," but it may also include, at the discretion of the Board, such additional wording as is permitted by law, and may be used when required to be affixed to documents or certificates for compliance with legal requirements. The seal shall be intellectual property owned by the Corporation. For communications and any public display, the Corporation shall utilize a logo for brand recognition purposes in such form as may be approved by the FBI National Citizens Academy Alumni Association (FBINCAA) and amended from time to time. Any usage of the name "Federal Bureau of Investigation" or acronym "FBI", either alone or in conjunction with any depiction of the FBI Seal, is required to be approved in advance by a person duly authorized on behalf of the FBI. All communications including, but not limited to, letterhead, websites, business cards, emails and newsletters shall include the following disclaimer: "A nonprofit organization separate and apart from the FBI."

1.5 Purpose. The purpose of the Corporation is to operate in accordance with the guidelines set forth in its Articles of Incorporation, these Bylaws, the Memorandum of Agreement entered into annually by and between the Corporation and the FBI (the "MOA"), and the Chapter Affiliation Agreement entered into by and between the Corporation and the FBINCAA (the "CAA"), so as to act as the administrative authority for organized activities of the alumni of the FBI Louisville Citizens Academy, and also develop and conduct community outreach programs to educate and raise public awareness of the functions of the FBI. In the event of a conflict between: 1) the MOA, the CAA or an FBINCAA policy; with 2) these Bylaws or a policy of the Board; the MOA, CAA or FBINCAA policy shall prevail.



1.6 Mission Statement. The Corporation is a community-based and supported organization, associated with, but not part of the FBI, designed to promote a safer community through community service projects and a process of educating business, labor, media, medical, minority, religious, government, senior citizens, and other community leaders about law enforcement, with particular emphasis on the mission and resources of the FBI. The FBI Citizens Academy curriculum focuses on federal law enforcement issues and challenges.

Any contradictory provision in these Bylaws notwithstanding, the Corporation shall restrict its community service to those in furtherance of specific FBI (or other law enforcement) initiatives or goals. The Corporation shall neither provide financial support to any for-profit organization, nor to any not-for-profit organization unless the mission of the not-for-profit organization is in direct alignment with the mission of the Corporation.

1.7 Nonprofit Status. The FBI Louisville Citizens Academy Alumni Association is a publicly supported charitable organization, intended to be, and shall be operated and conducted as, an organization which is exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (the "Code"). The Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code. The Corporation is organized and shall be operated exclusively as a Not-for-Profit Corporation for charitable and educational purposes as specified in Section 501(c)(3) of the Code, or the corresponding Section of a future Federal Tax Code. The Corporation shall not be operated for profit, but rather shall be operated exclusively for charitable purposes.

The Corporation is not for profit, and as such the Corporation does not afford pecuniary gain, incidentally or otherwise, to its members. Thus, no part of the net earnings of the Corporation shall inure to the benefit of its directors, officers, members, or other private individuals, except that the Corporation may pay reasonable compensation for services rendered and make payments and distributions in furtherance of its charitable purposes as set forth herein.

The Corporation is an organization that does not participate or intervene, in any manner, in any political campaign on behalf of or in opposition to any candidate for public office. No substantial part of the activities of the Corporation shall constitute the carrying on of propaganda, or otherwise attempting to influence legislation.

The Corporation's service to the community shall be unrestricted based on considerations of physical handicap, national origin, race, color, creed, gender, age, religion, marital status, sexual orientation and status with regard to public assistance.

As a 501(c)(3) charitable organization, all payments of any type or description made to the Corporation constitute tax deductible contributions to the extent permitted by the Code. Accordingly, all payments received, including but not limited to membership dues, donations and event registration fees, are non-refundable at any time or under any circumstance.

1.8 Fiscal Year. The Corporation's fiscal year shall commence on the first day of January of each year and end on the last day of December of the same year.

1.9 Resident Agencies and Satellite Cities. Unless established prior to April 1, 2020, no FBINCAA Chapter shall be permitted to exist outside of the city in which an FBI Field Office is located. This prohibition additionally applies to all purported local governing bodies, whether designated as a leadership council, local city board or otherwise unless expressly authorized by both the Board and the FBINCAA, for which the authorization of either may be revoked at any time. The formation of any

such local board must be in conformity with all FBINCAAA policies, including that any such local board must recognize and be subordinate to the authority of the Corporation's Board. No more than twenty-five percent (25%) of the Board shall reside outside the greater of: the geographical boundaries of the metropolitan area within which an FBI Field Office is located; or 2) a radius of Seventy-five (75) linear miles from the Field Office. Members of a properly established FBINCAAA Chapter which exists within the jurisdiction of the applicable Field Office may (upon satisfaction of all applicable requirements) also be a Member of the FBINCAAA Chapter affiliated with the Field Office and shall be entitled to participate in activities of the Chapter, but shall have no right to vote. Members on any board or council purporting to have any authority over FBICAAA Members or activities which is not authorized by the Board and the FBINCAAA shall have all voting rights suspended during the period of such participation and for a period of one (1) year thereafter. After notification, such persons as continue to act in conflict with this provision may be subject to removal from membership. 1

## **ARTICLE II - DEFINITIONS**

2.1 Definitions. The following terms have the meanings specified in this Article II.

"Articles of Incorporation" or "Articles" means the Corporation's Articles of Incorporation that were filed in accordance with the laws of the state or other jurisdiction pursuant to which the Corporation was incorporated.

"ASAC" means any Assistant Special Agent in Charge of the FBI's Louisville Division designated by the SAC to act on the SAC's behalf for purposes of interaction with the Corporation.

"Board of Directors" or "Board" means the Members elected pursuant to these Bylaws to preside over the Corporation. Members of the Board are referred to collectively as "Directors" and individually as a "Director."

"Designee(s)" means the individual(s) designated by the SAC to act on the SAC's behalf for purposes of interaction with the Corporation. Unless specified otherwise by the SAC, the Designee shall be the FBI's Louisville Division Community Outreach Specialist.

"FBI" means the Federal Bureau of Investigation operating under the jurisdiction of the United States Department of Justice.

"FBI Louisville Citizens Academy" or "Academy" means the educational outreach program sponsored, produced, and controlled by the FBI's Louisville Division, which is offered to community members selected by the FBI.

"FBI's Louisville Division" means the FBI's Louisville Division Field Office, which includes any resident agencies (RA's) located throughout the state or other jurisdiction in which the Corporation is incorporated.

"Graduate of the Academy" means any individual who has successfully graduated the FBI Louisville Citizens Academy program and who has not had such status suspended or revoked.

"Graduate Member" or "Member" means: 1) a Graduate of the Academy who has provided affirmative advance consent to membership, meets all requirements to be a Member as provided herein, and has been inducted into membership in the Corporation; or 2) a Transferee; each of the foregoing collectively referred to as "Graduate Members" or "Members." officer



“Officer(s)” means the Directors elected to serve as officers of the Corporation pursuant to **Article VII**.

“SAC” means the Special Agent in Charge of the FBI’s Louisville Division.

“Transferee” means a graduate of any FBI Citizens Academy who is inducted into membership in the Corporation in accordance with such policies as adopted by the Corporation from time to time.

### **ARTICLE III – MEMBERS**

3.1 Classes of Members. The Corporation shall have one (1) class of Members also known as “Graduate Members”. All references to “Members” in the Articles and these Bylaws shall refer only to “Graduate Members” unless specified otherwise. Persons may be inducted into membership only in compliance with any applicable FBINCAAA policy as may exist from time to time.

3.1.1 Graduate Members must apply for, and be accepted, into membership via completion of an FBINCAAA approved membership application which requires adherence of all Members to FBINCAAA policies. No person shall be inducted into membership automatically upon graduation from the Citizens Academy. A Transferee may be inducted as a Graduate Member in the Corporation upon compliance with all applicable policies as may be adopted by either the FBINCAAA or the Board from time to time, payment of corresponding dues, and compliance with all applicable provisions of these Bylaws. Members must at all times be a graduate of an FBI Citizens Academy who has not had such status suspended or revoked and be certified by the FBI for entry to FBI facilities and be in compliance with any then applicable FBI security requirements in the sole and absolute discretion of the FBI (the “FBI Requirements”). Upon notification from the FBI, the Corporation will suspend or revoke, as appropriate in the circumstances, any non-compliant Member pending subsequent notification of compliance from the FBI. A Member who has not timely paid his or her dues or has otherwise failed to timely comply with all requirements of these Bylaws as may be applicable from time to time shall have all membership rights suspended pending payment and/or compliance. Rights of Members as provided in Section 3.3 below are suspended and do not apply to non-compliant Members. Noncompliant Members are not permitted to serve on Committees, or serve as Officers or Directors of the Corporation, and shall be deemed automatically removed from any such position.

3.1.2 By majority vote, the Board may establish one or more levels of membership which will be distinguished by the amount of dues for each such level. The dues amount, timing and frequency of payment shall be determined by a majority vote of the Board. Annual Membership is subject to renewal by payment of dues each calendar year. When an existing Member renews his or her membership, unless he or she makes a designation to the contrary, his or her membership level will remain the same as it was during the period immediately prior to renewal. Membership level designations may be changed at the proper time of renewal as set forth in these Bylaws. A Member may change his or her designated membership level at any other time upon payment of the applicable dues amount for the calendar year in which such change is desired. Provided, however, membership dues shall not be refunded or pro-rated at any time or for any reason.

3.2 Dues. The amount of annual or Life membership dues will depend on one’s membership level as provided in Sections 3.1.1 and 3.1.2. A Member in “good standing” is defined as a Member who has paid his or her annual dues for the applicable period, who is in compliance with these Bylaws and all applicable policies adopted by the FBINCAAA or the Board, and is an individual who meets all applicable FBI Requirements.



3.3 Rights of Members. Each Graduate Member in good standing shall have only the following rights, privileges, and responsibilities:

(a) To attend and participate in all annual and special meetings and to join in recommendations to the Board at any annual or special meeting, with respect to the carrying out the goals and purposes of the Corporation.

(b) To receive reports from the Board at the annual or any special meetings with respect to the general affairs of the Corporation.

(c) To serve as a member of a Committee of the Corporation, if so elected or appointed.

(d) To cast one vote for any question properly put to a vote of the Members at any annual or special meeting.

(e) To serve on the Board if so elected in accordance with **Article VI**.

No Member is an agent of the Corporation solely by virtue of being a Member, and no Member has the authority to act for the Corporation solely by virtue of being a Member. Any Member who takes any action or purports or attempts to bind the Corporation in violation of this provision shall be solely responsible for any loss and/or expense incurred by the Corporation as a result of such unauthorized action, and such Member shall indemnify and hold harmless the Corporation with respect to such loss and/or expense.

3.4 Compliance with Policies. Members shall at all times be in compliance with all policies as may be adopted by either the FBINCAAA or the Board from time to time, including, but not limited to the Code of Conduct and Ethics Policy, Sexual Harassment Policy, Conflict of Interest Policy, Document Retention Policy, and Whistleblower Protection Policy. Members shall affirmatively subscribe in writing to such policies as a condition of Membership. Any Member not in compliance with adopted policies is subject to discipline by the Board, including, but not limited to, suspension or termination of Membership.

3.5 Termination of Membership. The Board, in its sole and absolute discretion by majority vote, may suspend or terminate the membership of any Member who: 1) is not in compliance with any adopted policy; 2) becomes ineligible for membership; or 3) who shall be in default in the payment of any dues or other sums owing to the Corporation; or 4) for such other or further reason as the Board may determine in its sole and absolute discretion.

3.6 Resignation. A Member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the Member of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid. Membership dues shall not be pro-rated and are non-refundable.

3.7 Reinstatement. Upon written request signed by a former Member and filed with the Secretary, the Board may, with the concurrence of a person duly authorized on behalf of the FBI, reinstate the expelled Member to Membership upon such terms as the Board may deem appropriate by a majority vote of the Board.



3.8 Transfer of Membership. Membership in the Corporation is not transferable or assignable, voluntarily or by operation of law. Any purported or attempted transfer, assignment, or encumbrance shall be void and of no effect.

#### **ARTICLE IV - MEETINGS OF THE MEMBERS**

4.1 Annual Meeting. An annual meeting of the Members shall be held at such time, on such day, and at such place as shall be determined by the Board for the purpose of reports from the President or the Board, and the transaction of such business as may come before the meeting. Notification shall be by electronic mail, facsimile, or first-class postal service mailed no fewer than ten (10) calendar days prior to the date of the meeting. Such notice shall contain the date, time, and place of the meeting.

4.2 Special Meeting. A special meeting of the Members may be held at such time, on such day, and at such place as shall be determined by a majority vote of the Board. Notification shall be by electronic mail, facsimile, or first-class postal service mailed no fewer than ten (10) calendar days prior to the date of the meeting. Such notice shall contain the date, time, place and purpose of the meeting. Only subjects listed on the agenda shall be acted upon at the meeting.

#### **ARTICLE V - BOARD OF DIRECTORS**

5.1 Directors. Only Members who are in good standing pursuant to the qualifications set forth in these Bylaws are eligible to serve as Directors. Active or retired FBI personnel or agents are prohibited from being a Graduate Member and are therefore not eligible to serve as Directors. The number of Directors of the Board of Directors shall be no less than three (3) and no more than twenty (20). The number of Directors may otherwise be increased or decreased by amendment to these Bylaws, in accordance with the Articles and the applicable laws of the state or other jurisdiction pursuant to which the Corporation was incorporated.

5.2 General Powers. Subject to the limitations of these Bylaws, the Articles, and the laws of the state or other jurisdiction pursuant to which the Corporation was incorporated, the Board shall manage the affairs of the Corporation and exercise (or direct the exercise of) all corporate powers of the Corporation. Except as excluded or restricted by the Articles or these Bylaws, the Board shall have and exercise such additional powers as may be enjoyed and exercised by law.

5.3 Affiliations. Unless objected to by the SAC, ASAC, or Designee, pursuant to the process described within this section, the Corporation shall have the authority to become a member of any nonprofit corporation or a shareholder in any for-profit corporation by a majority vote of the Board at any meeting. The action of the Corporation as a member or shareholder shall be determined by a majority vote of the Board at any meeting.

Because the Corporation carries the FBI name, its affiliation with other entities could affect the interests of the FBI. Therefore, to ensure the Corporation is acting in the best interests of the both the FBI and the Corporation, the FBI must be consulted in advance of all proposed affiliations. The Corporation shall not lend its name for independent use by any affiliate.

5.4 Restriction on Powers. Except upon the majority vote of the Board: (i) no sale, conveyance, or lease shall be made of any real property of the Corporation; (ii) no mortgage, pledge, encumbrance, lien, or charge of any kind shall be created or assumed upon any real property of the Corporation (whether now owned or hereafter acquired), except liens for taxes not yet due or which are being contested in good faith by appropriate proceedings; and (iii) no debt for borrowed money shall be incurred.



## ARTICLE VI - ELECTIONS AND MEETINGS OF THE BOARD OF DIRECTORS

6.1 Election and Term of Office. Any person eligible to serve as a Director pursuant to Section 5.1, is eligible to be elected as a Director by a majority vote of the Board after consultation with the FBI. Each Director who is elected shall serve and hold office until the expiration of their term, or until such person's death, resignation, incapacity, or removal.

Unless otherwise provided by the Board at the time of election, the commencement of service as a Director shall immediately begin upon election. Any person so elected during the first six months of the calendar year shall serve an initial term of office which shall expire on December 31 of the calendar year following election. Any person so elected during the last six months of the calendar year shall serve an initial term of office which shall expire on December 31 of the second calendar year following election. Subject to the term limitations provided herein, sitting Directors may be re-elected by a majority vote of the Board after consultation with the FBI for a two (2) calendar year term of office which shall commence on January 1 of the calendar year following expiration of the then current term of office.

Directors are eligible to serve an aggregate of six (6) full calendar years as measured from the January 1 nearest to the time of initial election. After a person has fulfilled six (6) years of service as a Director, such person is automatically removed from the Board (unless such person is then the sole remaining Director) and may not be re-elected as a Director for two full calendar years thereafter. Following a two (2) year absence from the Board, eligibility for service as Director is restored, and such person is then eligible to again serve as a Director. Provided that, unless otherwise expressly provided herein, a person's cumulative term for the person's entirety of service as a Director shall not exceed ten (10) years.

If a person serving as President attains an aggregate six (6) years of service as a Director during such person's term of service as President, the person's term of office as President shall expire simultaneously with expiration of such person's aggregate six (6) years of service as a Director. Upon expiration of such person's term as President, the initial permitted six (6) year term of service as a Director may be extended by no more than two (2) years if necessary to allow the person to remain in service on the Board as immediate past President until the term expires for the next successor President and such successor President then becomes the immediate past President. No person shall serve more than two (2) calendar years with the designation of immediate past President. If such person retains additional eligibility for service as a Director, if duly elected, a past President may remain a Director for their remainder of eligibility of service, subject, however to the required two (2) year absence and other term limitations applicable to all Directors. The ten (10) aggregate years of service term limitation is absolute and shall not be extended by any additional length of service as Director otherwise granted to a person as immediate past President.

6.2 Vacancies. Any vacancy occurring in the Board may be filled by a majority vote of the remaining Directors, after consultation with the SAC, ASAC, or Designee. Any vacancy to be filled by reason of an increase in the number of Directors shall be filled by a majority vote of the Board and after consultation with the SAC, ASAC, or Designee. The term of any elected Director shall be determined pursuant to the provisions of section 6.1 hereof.

6.3 Voting; Quorum. A majority of the Directors in office shall constitute a quorum for the transaction of business. Except as otherwise provided herein, any vote of the Board shall require that a quorum of Directors be present or be eligible to vote in absentia. If a Director is unable to attend a meeting at which a vote is conducted, the Director may vote via absentee ballot, by proxy granted to any other Director, or pursuant to any method approved by the President. Once a quorum has been established, it shall stand for the duration of the meeting, attendance attrition notwithstanding.



6.4 Information Action by the Board of Directors. Any action which may be taken at a meeting of the Board, or at a meeting of any committee of the Board, may be taken without a meeting upon execution of a written consent setting forth the action to be approved, or by motion made and seconded via electronic mail. Agreement to such consent or motion may be executed in counterparts, or may be affirmatively indicated through electronic mail provided that such consent or motion is approved by a majority of the entirety of the Board, or by all members of the committee, as the case may be. Written consents shall be filed with the Secretary of the Association. Insertion in the minute book of the Association, where applicable, shall be deemed filing of the record of action with the Secretary, regardless of whether the Secretary or some other authorized person has actual possession of the minute book. Written consent executed pursuant to this Section 6.4 may be executed in any number of counterparts and shall be deemed effective as of the date set forth therein.

6.5. Regular Meetings. The President shall determine the time, date, and place of any regular meeting of the Board and shall preside as chairperson of all such meetings.

6.6 Special Meetings. The President, or no less than one-third of the Directors, may call a special meeting of the Board. The special meeting shall be held at the time, date and place specified in the notice of meeting, and it may be called for any purpose or purposes. The notice of the meeting shall meet the notice requirements set forth in **Section 6.7.**

6.7 Notice of Meetings; Waiver of Notice. All meetings of the Board shall be held upon the provision of at least five (5) calendar days written notice stating the time, date, and place of the meeting, to each Director and the SAC, ASAC or Designee, either personally or by mail, electronic communication, or facsimile, at the direction of the President, Secretary, Officer, or person calling the meeting.

Notice sent by mail shall be deemed to be delivered three (3) business days after deposited in the United States mail and addressed to the Director's address as it appears on the records of the Corporation. Notice sent by electronic communication shall be deemed to have been given at the time the transmission is initiated by the sender. Notice by facsimile shall be deemed given when transmitted to a facsimile number designated by the intended recipient.

The business to be transacted at, or the purpose of, any meeting of the Board shall be specified in the notice or waiver of notice of such meeting.

Any waiver of notice executed by a Director need not specify the time, place, or purpose of the meeting.

6.8 Compensation. Directors, as such, shall not receive any stated salary for their services, but by resolution of the Board, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each meeting of the Board, provided, that nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefore.

6.9 Presumption of Assent. A Director who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action, unless his or her dissent is entered in the minutes of the meeting, or unless he or she files a written dissent with the Secretary before the adjournment of the meeting, or unless he or she forwards a dissent by registered or certified mail to the Secretary within five (5) business days of the adjournment of the meeting. This right to dissent shall not apply to a Director who voted in favor of such action.

6.10 Resignation. A Director may resign at any time. Such resignation shall become effective when the Corporation receives the resignation in writing.

6.11 Voluntary Suspension. A Director who learns that he or she, or any corporation or entity within his or her control, is the subject or target of any criminal law enforcement investigation, must immediately notify the Board in writing of such fact and voluntarily suspend his or her Board Membership during the pendency of the investigation.

6.12 Removal. A Director may be removed at any time, for any reason, with or without cause, by a majority vote of the Board. All Directors shall have a terminable-at-will relationship with the Corporation, unless a different employment relationship is expressly specified in a written employment agreement that is approved by a majority vote of the Board.

6.13 Executive Session. At the request of the President or by a majority of the Board, any meeting or portion of a meeting of the Board may be immediately called into executive session and be closed to attendance by any person other than the Board members and such other persons as the Board, by majority vote, determines are necessary or advisable to participate in all or any limited portion of the executive session. To preserve confidentiality and promote candid conversation, no official minutes or records of an executive session shall be kept.

## **ARTICLE VII - OFFICERS**

7.1 Election and Terms of Office. The officers of the Corporation (each an “Officer”) shall consist of a President, one or more Vice-Presidents, a Secretary, and a Treasurer. All Officers shall be chosen from among then serving Directors in good standing and shall be elected annually by a majority of the Board during any meeting of the Board, after consultation with a person duly authorized on behalf of the FBI. Any two or more offices may be held by the same person.

The President shall be elected for a maximum of one (1) term of two (2) years, or until such person's death, resignation, incapacity, or removal. Unless a different date is specified upon election, each Officer who is elected shall serve and hold office commencing on January 1 of the following calendar year. All Officers other than the President shall serve and hold office for a one (1) calendar year term, or until their death, resignation, incapacity or removal. Any Officer may be removed at any time, for any reason, with or without cause, by a majority vote of the remaining Directors. Officers may be elected by the Board and assume office at any time during a calendar year. Officers other than the President are eligible to serve consecutive one (1) calendar year terms for the entire period such person is eligible to serve as a Director pursuant to Section 6.1 above.

7.2 Vacancies. If any office becomes vacant for any reason, the vacancy may be filled by a majority vote of the Board after consultation with a person duly authorized on behalf of the FBI. The term of any Officer so elected shall be determined pursuant to the provisions of section 7.1 hereof.

7.3 Power of the Officers. Each Officer shall have, subject to these Bylaws, in addition to the duties and powers specifically set forth herein, such powers and duties as are commonly incident to such office and such duties and powers as the Board shall from time to time designate and assign to that Officer. All Officers shall perform their duties subject to the directions and under the supervision of the Board. The President may secure the fidelity of any and all Officers by bond or otherwise. Any fees associated with such a fidelity shall be paid for by the Corporation.

7.4 President. The President shall be the Chairperson of the Board and Chief Executive Officer of the Corporation. The President shall preside at all Board and Executive Committee meetings.



The President shall see that all orders and resolutions of the Board are carried out, subject however to the right of the Board to delegate specific powers (except such as may be by statute exclusively conferred on the President), to any other Officer or Officers of the Corporation. The President shall employ and supervise the Corporation's employees, subject to approval of the Board. The President shall provide an annual report at the annual meeting of the Members. The President shall be an ex-officio member of all committees.

7.5 Vice-Presidents. The Board shall, in the absence or disability of the President, select, by a vote of the Board, one of the Vice Presidents to temporarily perform the duties and exercise the powers of the President for the duration of the President's inability to uphold such duties, and he or she shall perform such other duties as the Board shall prescribe and assign to him or her.

7.6 Secretary. The Secretary shall attend all meetings of the Board, all meetings of the Executive Committee, and all meetings of the Members and shall record all votes and record the minutes of all proceedings, and shall perform like duties for any and all standing committees when required. The Secretary shall give or cause to be given notice of all meetings of the Members and all meetings of the Board and shall perform other duties as may be prescribed by the Board.

In the absence of the Secretary, or at the direction of the President, the minutes of all meetings of the Board, Executive Committee, and Members shall be recorded by the person designated by the President or by the Board.

7.7 Treasurer; Assistant Treasurer. The Treasurer shall have custody of the corporate funds and securities, shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation, and shall deposit all money and other valuable effects in the name and to the credit of the Corporation in depositories as may be designated by the Board. The Treasurer shall chair the Finance Oversight Committee.

The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements. He or she shall keep and maintain the Corporation's books (or electronic equivalent) of account and shall render to the President and Directors an account of all of their transactions as Treasurer and of the financial condition of the Corporation, and exhibit their books, records and accounts to the President or Director at any time. He or she shall disburse funds for capital expenditures as authorized by the Board and in accordance with the orders of the President, and present to the President for his or her attention any requests for disbursing funds if in the judgment of the Treasurer any such request is not properly authorized. He or she shall perform such other duties as may be directed by the Board.

If required by the Board, he or she shall give the Corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the Board for the faithful performance of the duties of his or her office 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 their possession or under their control belonging to the Corporation. Any fees associated with such a bond shall be paid for by the Corporation.

The Assistant Treasurers, if any, in the order of their seniority shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer, and they shall perform such other duties as the Board shall prescribe.

7.8 Designation of Membership Coordinator. A Director shall be designated as Membership Coordinator to oversee a membership program that includes implementation of an FBINCAAA-



approved membership application; maintenance of an accurate membership list; development of adequate procedures to maintain membership applications and other required membership records; and collection of individual membership dues from its members.

## ARTICLE VIII - COMMITTEES

8.1 Executive Committee. The Executive Committee will consist of the President as Chairperson, the Vice President(s), the Secretary, and the Treasurer. The Designee will serve as a non-voting member. The Executive Committee will have the powers of the Board during the interval between meetings of the Board, except that it will not have the power to: (i) elect Officers of the Corporation, (ii) fill vacancies on the Board or any of its committees, (iii) negate any action of the Board, (iv) approve or disapprove any applications for membership or discipline any Members, (v) discharge any employee of the Corporation who was hired by the Board, or (vi) adopt, amend or repeal the Articles or these Bylaws. A quorum will be a majority of the members of the Committee. Actions and resolutions will require a vote of the members present. The Executive Committee must report actions and resolutions promptly to the Board, and not later than the next meeting of the Board, and shall provide a written summary of its actions in each regularly scheduled mailing to the Board. If at any time the Executive Committee is comprised, or allows attendance, of more than fifty percent (50%) of the Directors, all Directors shall be permitted to attend any applicable meeting of the Executive Committee during such time.

8.2 Finance Oversight Committee. The responsibility of the Finance Oversight Committee shall be to review the financial reports, file tax returns, propose the annual budget, set and follow the investment policy, oversee the annual audit, and monitor the Corporation's financial condition. Other duties include ensuring that resources to support the Corporation are well managed, and recommending dues structures and rates. The Finance Oversight Committee is responsible for establishing sound financial plans and control for the Corporation, overseeing and monitoring the fiscal operations of the Corporation, recommending the selection of an accounting firm to perform an annual audit of the financial condition of the Corporation, reviewing and recommending approval of the annual financial reports of the Corporation to the Board, and overseeing the development of an annual budget for approval by the Board. The Board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the Board. Annual reports are required to be submitted to the Board by the Finance Oversight Committee and reviewed at the annual meeting. The financial records of the Association shall be made available to the Directors, Officers, members, and all other persons in any way affiliated with the Association.

8.3 Creation of Other Committees. The Board may designate and appoint one or more committees, in addition to the Executive Committee and Finance Oversight Committee, by resolution (each a "Committee" and collectively, the "Committees"). These Committees shall perform such duties as may be assigned from time to time by the Board. Committee members need not be Directors, with the exception of the Executive Committee. All committees shall keep minutes and report actions to the Board. Such minutes shall be part of the records of the Corporation.

The President shall appoint one Director to serve as chairperson of each committee, subject to the approval of the Board. Each committee shall have members who shall be appointed by the respective chairperson subject to the approval of the Board. Membership on Committees shall be limited to Members in good standing and Directors of the Corporation. The President, subject to the approval of the Board, shall have the authority to remove any member of a committee, including the chairperson. The committees shall have such powers, duties and responsibilities as the Board may authorize and delegate from time to time.

Each committee may adopt rules for its own government not inconsistent with these Bylaws, with rules adopted by the Board, or with the purposes of the Corporation.



## **ARTICLE IX - CERTIFICATES OF MEMBERSHIP**

9.1 Certificates of Membership. No certificates of membership, membership cards, or ID cards shall be provided unless expressly approved in writing by the FBINCAAA.

9.2 Issuance of Cards or Certificates. Only upon receipt of the written approval of the FBINCAAA, may the Board then provide for the issuance of cards or certificates evidencing membership in the Corporation, which shall be in such form as may be determined by the FBINCAAA.

## **ARTICLE X - BANKING AUTHORITY**

10.1 Signors. The President and Treasurer have signature authority for Corporation banking purposes. No other person has signature authority unless so authorized by both the President and Treasurer with notification to the Board.

10.2 Board Authorization. The Board may from time to time, with notification to the Treasurer, authorize and empower the President or any other Officer of the Corporation:

(a) on behalf of the Corporation, to open and make withdrawals from and deposits to banking or checking accounts in any and all banks and financial institutions; to rent and have access to safe deposit boxes; and to open and maintain escrow, custody, safekeeping and agency deposits or accounts;

(b) by written instrument, signed for and on behalf of the Corporation, to authorize additional agents of the Corporation to exercise all or any part of the powers set forth above, and to limit, change and terminate all or any part of such authorization;

(c) by written instrument, signed for and on behalf of the Corporation, to authorize and designate the character and extent of the authorized use of facsimile signatures by any one or more of the authorized signatories of the Corporation on instruments of payment or withdrawal against any banking or checking account of the Corporation; and

(d) to certify from time to time: (i) the names and titles of the Officers of the Corporation; (ii) statements relating to the structure, status, and financial condition of the Corporation; and (iii) the genuineness of the signatures (whether actual or facsimile) of the officers and authorized agents of the Corporation.

10.3 Handling of Accounts. Any banking account or checking account opened and established for and on behalf of the Corporation shall be maintained and handled under the conditions, rules and regulations prescribed by the bank or financial institution in which the same may be maintained, subject also to such limitations and restrictions, if any, as the Board may from time to time impose. If such are imposed by the Board, the Treasurer shall be notified.

10.4 Deposits. Any funds of the Corporation represented by checks, drafts, notes, or other evidences of payment or of debt may be endorsed for credit and deposited in any of its said banking or checking accounts by written or stamped endorsement of the Corporation, without designation of the officer or agent making the endorsement, unless the Board, the President, or the Treasurer of the Corporation shall otherwise direct by notice in writing to the particular bank or financial institution involved. If such are imposed by the Board, the Treasurer shall be notified.

10.5 Documentation. The President, the Treasurer, or the Secretary of the Corporation, for and in its behalf, shall be fully authorized and empowered to prepare, certify, and deliver copies of these

Bylaws, and of any and all resolutions of the Board relating to or affecting the provisions of these Bylaws, and shall be authorized to certify whether or not any such resolutions have been adopted by the Board; any bank or financial institution shall be fully warranted and protected in relying upon any certification and upon any instrument of appointment, notice or advice signed by anyone of said officers, pursuant to the provisions of these Bylaws.

10.6 Certification of Authority. The Officers empowered to act pursuant to the provisions of these Bylaws shall be those in office from time to time; and any certification, instrument of appointment, notice or advice signed by anyone of said officers, at the time certified to be in office, shall continue to remain in full force and effect, notwithstanding the expiration of his or her term of office, unless and until the bank or financial institution relying on the same shall have actually received written notice to the contrary.

10.7 Fidelity Bonds. If requested by the Board, any person entrusted with the handling of funds or valuable property of the Corporation shall furnish, at the expense of the Corporation, a fidelity bond, approved by the Board in such sum as the Board shall prescribe.

## **ARTICLE XI - CONFLICT OF INTEREST**

11.1 Loans to Directors and Officers Prohibited. The Corporation shall not lend money to nor use its credit to assist its Directors, Officers, or agents. Any Director or officer who assents to or participates in the making of any such loan or use of credit shall be liable to the Corporation for the cost of such use of credit or for the amount of such loan until the repayment of such loan.

11.2 Transactions. Any proposed or effected transaction involving the Corporation in which an officer, director, or member of a committee, or a person related to the officer, director, or member of a committee, (an “Interested Person”) has a beneficial interest or any other relationship or connection to the transaction, decision or vote that would reasonably be expected to bias or otherwise influence the Interested Person’s judgment, is a “Conflict of Interest” transaction.

11.3 Procedures. Interested persons must disclose Conflict of Interest transactions to the Board and cannot play any direct or indirect role in the deliberations or vote on the matter.

11.4 Survey. The Corporation shall survey annually the Directors of the Corporation to provide for disclosure of situations potentially giving rise to conflict of interest situations involving the Corporation. At least annually, the Board shall review compliance with this reporting requirement and shall consider revisions or additions to the Corporation’s conflict of interest policies.

11.5 Policies. This Article XI constitutes the policy regarding transactions between the Corporation and Interested Persons pursuant to the laws of the state or other jurisdiction in which the Corporation was incorporated.

## **ARTICLE XII - ADDITIONAL PROVISIONS**

12.1 Waiver of Notice. Whenever any notice is required to be given to any Director or Member, 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 equivalent to the giving of such notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends such meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.



12.2 Meeting by Telephone. When any meeting of the Board is held, any or all Directors or other persons who desire or who are required to attend such meeting or meetings, may, upon giving at least five (5) calendar days' notice, participate in the meeting by means of a conference telephone call, if all persons participating or attending the meeting are able to hear each other at the same time. Such Director shall be counted for the purpose of determining a quorum thereof, and may exercise all rights and privileges to which they might be entitled were they personally in attendance, including the right to vote.

12.3 Loans. The Corporation shall not lend money to, or guarantee an obligation of, or otherwise assist, an Officer or other employee of the Corporation including an Officer or an employee who is a Board Member of the Corporation. Any Board Member or Officer who assents to or participates in the making of any such loan shall be liable to the Corporation for the amount of such loan until the repayment of the loan.

12.4 Discretionary Background Investigation. All candidates for positions on the Board are subject to a new or additional background investigation check by the FBI in the sole discretion of the SAC, ASAC, or Designee. Furthermore, a background investigation of any Director may be conducted by the FBI at any time in sole discretion of the SAC. No person shall serve as a Board Member, Officer, and/or committee member upon objection by the SAC, ASAC, or Designee to such person so serving. Any person so serving at the time of objection shall be, and is hereby, removed from office.

12.5 Indemnification.

12.5.1 Subject to the further provisions herein, the Corporation shall indemnify any and all of its existing and former Directors and officers against all expenses incurred by them and each of them, including but not limited to legal fees, judgments, penalties, and amounts paid in settlement or compromise, which may arise or be incurred, rendered, or levied in any legal action brought or threatened against any of them for or on account of any action or omission alleged to have been committed while acting within the scope of their role as Director or Officer of the Corporation, whether or not any action is or has been filed against them and whether or not any settlement or compromise is approved by a court. Indemnification shall be made by the Corporation whether the legal action brought or threatened is by or in the right of the Corporation or by any other person.

12.5.2 Whenever any existing or former Director or Officer shall report to the President of the Corporation that he or she has incurred or may incur expenses, including but not limited to legal fees, judgments, penalties, and amounts paid in settlement or compromise, in a legal action brought or threatened against him or her for or on account of any action or omission alleged to have been committed by him or her while acting within the scope of his or her role as a Director or Officer of the Corporation, the President shall notify the Board in writing, the Board shall, at its next regular or at a special meeting held within a reasonable time thereafter, determine in good faith whether, in regard to the matter involved in the action or contemplated action, such person acted, failed to act, or refused to act willfully or with gross negligence, or with fraudulent or criminal intent. If the Board determines in good faith that such person did not act, fail to act or refuse to act willfully or with gross negligence, or with fraudulent or criminal intent in regard to the matter involved in the action or contemplated action, the Corporation shall indemnify the Director or Officer only as provided herein. Indemnification shall be mandatory and shall be automatically extended as specified herein.

12.6 Insurance. The Corporation shall purchase and maintain insurance on behalf of itself and any person who is or has been a director, officer, employee or agent of the corporation against any liability asserted against the Corporation or such person and incurred in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power to indemnify such

person against liability under the provisions of the not-for-profit corporation statutes of the state or other jurisdiction pursuant to which the Corporation was incorporated. At all times, the Corporation shall maintain both a "Directors and Officers" insurance policy and a "General Liability" insurance policy in a form standard in the insurance industry (the "Policies"). The Corporation shall maintain the Policies with limits of liability as set by the Board, in the Board's sole discretion after consultation of the applicable FBINCAA guidelines. The indemnification provisions of these Bylaws and recovery thereunder shall first be satisfied from the proceeds of the Policy. Assets of the Corporation shall be used to satisfy indemnification obligations not covered by the Policy. The Corporation shall procure and maintain other insurance coverages (and in such amounts) as deemed necessary and prudent by the Board determined in consultation with the Board's legal counsel to mitigate risks to the Corporation's assets.

12.7 Contracts. Except upon the majority vote of the Board, the Corporation shall not: (i) enter into any contract for performance of professional or administrative services to or for the Corporation (whether the relationship is one of employment, independent contractor or otherwise) for a stated term in excess of one year unless the contract is by its terms terminable by the Corporation without cause and without continuing obligation, financial or otherwise, on not more than ninety (90) calendar days' notice; or (ii) enter into any contract or commitment not covered by subparagraph (i) above if the contract: (a) is for a stated term in excess of one (1) year; (b) obligates the Corporation for an amount in excess of the amount then remaining in the Corporation's budget for the item or services acquired pursuant to the contract; or (c) is for acquisition of products or services not in the ordinary course of the Corporation's business.


12.8 Amendments to Bylaws. These Bylaws may be amended by a two-thirds (2/3) majority vote of the Board at any regularly scheduled Board meeting, providing that notice of the proposed amendments has been provided to the Board at least ten (10) days prior to the meeting. Any changes in the Bylaws shall be supplied to the SAC, ASAC, or Designee as soon as possible.

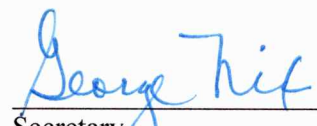
12.9 Governing Law. These Bylaws shall be governed by, and shall be construed and enforced in accordance with the laws of the state or other jurisdiction pursuant to which the Corporation was incorporated.

12.10 Dissolution. Upon dissolution of the Corporation, all assets held by the Corporation will be distributed in accordance with a plan determined by a special meeting of the Board and approved by a majority vote of the Board, pursuant to the Internal Revenue Code provisions of 36 U.S.C. § 40706, "Distribution of assets on dissolution."

#### Certification

These Amended & Restated Bylaws were approved at a regular meeting of the Board of Directors of the is the FBI Louisville Citizens Academy Alumni Association, by a two-thirds (2/3) majority vote on the 10th day of November, 2022, following discussion and advance notice as provided for within these Bylaws.

  
President  
Name: Mindy Rockwell

  
Secretary  
Name: GEORGE NIX



Original Bylaws Adopted: September 8, 2006

*History of changes as documented on the December 6, 2018 Bylaws.*

Amendment and Approved: August 31, 2010.

Amendment and Approved: February 16, 2012.

Amendment and Approved: October 24, 2016.

Amendment and Approved: December 6, 2018.

Amended & Restated Bylaws approved by vote of Directors on July 29, 2022.

Amended & Restated Bylaws approved by vote of Directors on November 10, 2022.