

BYLAWS
OF
LAW ENFORCEMENT BENEVOLENT FUND OF NORTHERN VIRGINIA

As approved at a meeting of the membership November 3, 2021

ARTICLE I

Purpose

The purpose of the Law Enforcement Benevolent Fund of Northern Virginia, (the “Corporation”) shall be to promote the goals and welfare of its members, and to provide a sum of money by voluntary contributions from members for payment to members’ named beneficiaries in the event of the death of such members.

ARTICLE II

Principal Office

The principal office of the Corporation shall be in the County of Fairfax, in the Commonwealth of Virginia.

ARTICLE III

Membership

Section 1. Eligibility. There shall be one class of members. Eligibility for membership in the Corporation shall commence for an employee of an approved agency (hereafter referred to as the “Department”) upon commencement of permanent employment therewith. A list of approved agencies will be kept by the Board of Directors. Agencies may be added or removed from this list at the discretion of the Board of Directors. The Board of Directors may open membership to any law enforcement agency in the Northern Virginia area. Thirty calendar days after the date on which these bylaws become effective, all employees of the Department shall be eligible to become members of the Corporation upon fulfillment of such conditions as the Board of Directors may require. Notwithstanding the foregoing, members of Auxiliary units, temporary employees, and volunteers of the Department shall not be eligible for membership in the Corporation.

Section 2. Commencement of Membership.

A. Except as set forth in Section 2(B) of this Article III, membership of an eligible person shall commence upon the execution and delivery, at least thirty (30) days before January 1, 2000, of the “Application of Membership and Designation of Beneficiary Form,”

payment of all initial contributions, and the execution and delivery of an authorization for the withholding of contributions, and the fulfillment of such other conditions as may be required by the board of directors from time to time.

B. For each new eligible sworn employee of the Department, membership in the Corporation shall commence immediately upon the administering of the oath of office. For each new eligible civilian and pre-sworn employee of the Department, membership in the Corporation shall commence immediately upon the appointment to and commencement of employment with the Department. Such membership shall terminate unless, within thirty days after such membership commences, such new employee executes and delivers the "Application of Membership and Designation of Beneficiary Form," pays all initial contributions, executes and delivers an authorization for the withholding of contributions, and fulfills such other conditions as may be required by the board of directors from time to time.

C. Except as otherwise expressly provided above, eligible persons who do not timely fulfill the requirements for membership during their initial eligibility period may become members only during an "open season," the duration and timing of which shall be determined by the board of directors. Open seasons shall last no more than 60 consecutive days and shall be held no more than twice in any calendar year.

Section 3. Termination of Membership. A member's membership in the Corporation shall terminate upon the occurrence of any of the following:

- A. Death of the member;
- B. Retirement, resignation or removal from the Department;
- C. The taking of leave without pay from the Department for a period exceeding 180 consecutive days unless the leave is an active duty military deployment;
- D. Cancellation of automatic payroll withholding of contributions to the Corporation;
- E. Failure to pay scheduled dues contribution for a period exceeding 30 days, regardless of the method of payment.

In the cases of subsections B and D, such termination shall be effective at 12:01 a.m. on the day immediately following the retirement, resignation, removal or cancellation. In the case of E., a notice will be sent to the member advising them of the lapse in their payment and the termination of enrollment. Members can elect to re-enroll at the next open season.

ARTICLE IV

Funding, Benefits and Disbursements

Section 1. Funding. The Corporation shall be funded through voluntary contributions from its members. Contributions from private citizens or organizations and fund-raising events will also fund the Corporation. Each active member shall be assessed dues and assessments in an amount to be determined by the Board of Directors. The contribution is initially set at \$1.00 per pay period or \$26.00 per calendar year. All members shall authorize the payment of dues by way of payroll deduction and transmission of funds to the Corporation for the purpose of payment of dues shall be by way of an electronic funds transfer, unless otherwise agreed upon by the Board of Directors.

Section 2. Membership Benefits. The benefits payable as a result of the death of a member, and the terms and conditions under which such benefits will be paid, shall be as determined by the Board of Directors from time to time. The membership benefit is initially set at a \$15,000 payment to the members' named beneficiaries.

Section 3. Fund Disbursement. A vote of the board of directors shall be required for any and all disbursements of funds in excess of \$500 from the Corporation. This will not include those disbursements for payments made for the routine operation of the fund in the ordinary course of business or for expenses directly related to Membership or Board meetings. Signatories/Authorized Cardholders shall be composed of the President, Vice President, Treasurer and Secretary.

ARTICLE V

Membership Meetings

Section 1. Annual Meeting. The annual meeting of the membership for the election of Directors and the transaction of such other business as may properly come before them will be held during the month of November of each year.

Section 2. Special Meetings. Special meetings of the membership, other than those regulated by Statute, may be called at any time by the Board of Directors or the President. The purpose(s) of the proposed meeting shall be stated in the Notice of the Meeting. No business other than that specified in the Notice of Meeting shall be transacted at any such special meeting.

Section 3. Notice of Meeting. Except as otherwise required by statute, written notice, stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which it is called, shall be given not less than ten (10) nor more than sixty (60) days before the date of the meeting.

Section 4. Quorum. A quorum shall consist of 10 members in good standing, by person or by proxy. Proxy votes meeting the qualifications of Article V, Section 5 shall be allowed in determining if sufficient representation is present for a quorum. If a quorum shall not be present at any meeting of the members, a majority of the members present shall have the power to adjourn that meeting from time to time, without notice other than announcement at the meeting, to a future date at which a quorum shall be present or represented. At such reconvened meeting, any business may be transacted which might have been transacted at the meeting originally called. Once an active member is present at a meeting, he or she is deemed present for quorum purposes for the remainder the meeting and for adjournment of that meeting unless a new record date is or shall be set for that adjourned meeting.

Section 5. Voting. All members shall be entitled to discuss any matter pending for a vote at a meeting of the membership. All members in good standing shall have one (1) vote and shall be entitled to vote at such meetings. A member may have the proxy vote of one (1) member of their Department, provided they bring written notice of the proxy designation by the designating member to the meeting to be part of the voting record and minutes.

ARTICLE VI

Directors

Section 1. Number and Qualifications. The Board of Directors shall consist of at least one, but no more than two, members of each participating Department.

Section 2. Manner of Election. The Directors shall be elected at the annual meeting of the members, except as herein provided for filling vacancies. A Director may be elected by plurality vote.

Section 3. Term of Office. The term of office of each Director shall be for four years and until their successors have been duly elected and have qualified, unless they sooner die, resign, or are removed. The Board of Directors shall appoint a Director to complete the term of any Director who dies, resigns, is removed, or otherwise becomes ineligible to hold office.

Section 4. Duties, Powers and Manner of Acting. The Board of Directors shall have control and management of the affairs, business and property of the Corporation. The Directors may adopt such rules and regulations for the conduct of their meetings and for the management of the Corporation which they may deem proper, not inconsistent with law or these Bylaws. Provided, however, that the Board of Directors may enter into such contracts as it deems advisable for the administration of the Corporation, the handling of the Corporation's assets, and the administration and payment of claims.

Section 5. Regular Meetings. Regular and annual meetings of the Board of Directors may be held without notice at such time and at such place as shall be determined in

advance from time to time by the Board of Directors. Any such meeting may be held in person, by telephone conference call, by video conference call, or a combination thereof.

Section 6. Quorum. A Quorum shall be determined by the majority of the participating agencies for the transaction of business, in person or by proxy, excluding agencies with no elected director(s). However, should a quorum not be present, a lesser number may adjourn the meeting until some further time when it is reasonably possible to obtain a quorum. Proxy votes meeting the qualifications of Article VI, Section 7 shall be allowed in determining if sufficient representation is present for a quorum.

Section 7. Voting. At all meetings of the Board of Directors, each Director shall have one (1) vote. A Director may have the proxy vote of the additional Director of their Department, in the case where two have been elected, provided they bring written notice of the proxy designation by the designating Director to the meeting to be part of the voting record and minutes.

Section 8. Removal of Directors. Any action making the Director ineligible for membership (i.e. termination from their member agency) in the Fund will result in their immediate removal from the Board of Directors. Notice by the Executive Board to the full Board of Directors shall serve as the only action needed to vacate the term of office.

If a Director is not fulfilling the responsibilities outlined in these Bylaws or the Fund's Procedures Manual, their continued role as a Director will be subject to review by the Executive Board. The Executive Board, by 75% majority, can vote to have the Director present themselves to the full Board of Directors for a review of their term at the next scheduled meeting of the Board of Directors or Membership Meeting, whichever occurs first. The President will submit a written notice to the Director advising them of the review and their presence being required at the meeting. The Director will acknowledge receipt of this notice to the Executive Board (in writing) within 30 days of its issuance.

At this meeting (where a quorum is present), the Executive Board will present the case for the removal of the Director and the Director will have an opportunity to respond if they are present. A 75% vote of the Directors present will be required to remove the Director from Office. The Director does not have to be present to be removed from office.

If the Director does not acknowledge the notice to present themselves to the Board of Directors as prescribed above, they will have been considered to have resigned their term of office and a new Director will be sought for that agency. In all cases listed under this Section, a physical letter will be sent to the head of the Agency where the Director is employed notifying them of removal of the Director and soliciting for the presentation of a replacement candidate at the next meeting. Any replacement Director will be elected in accordance with Article VI, Section 3.

Section 9. Resignation of Directors. A Director may resign their role with the Fund prior to the completion of their term without cause. The Director will provide written notice to the Board of Directors of their intent to resign and the effective date so that succession

planning can be arranged. A replacement Director will be elected in accordance with Article VI, Section 3.

ARTICLE VII

Officers

Section 1. Officers and Qualifications. The officers of the Corporation shall consist of a President, Vice President, Treasurer, and Secretary. An Assistant Secretary and an Assistant Treasurer may be appointed by the board to assist with these duties of office but are not considered officers. Each officer must be an elected member of the Board of Directors.

Section 2. Election. All officers of the Corporation shall be elected at the annual meeting by the members in accordance with the provisions for the election of Directors.

Section 3. Term of Office. All officers shall hold office for four years and until their successors have been duly elected and have qualified, unless they sooner die, resign or are removed. The Board of Directors shall appoint a Director to complete the term of any officer who dies, resigns, is removed or otherwise becomes ineligible to hold office.

Section 4. Duties of Officers. The duties and powers of the officers of the Corporation shall be as follows:

- a. The President shall be the chief executive officer of the Corporation. He or she shall preside at all meetings of the membership and the Board of Directors. He or she shall enforce the observance of these bylaws. The President, or persons expressly designated by the President, shall be the only person authorized to make statements to the press or the public in the name of the Corporation.
- b. The Vice President shall, in the absence or incapacity of the President, perform the duties of the President and, when so acting, shall have all of the powers of the President.
- c. The Secretary shall keep, or cause to be kept, the minutes of the meetings of the Board of Directors and of the members. He or she shall attend to the giving of notices of meetings and shall be the custodian of corporate records.

1. The Assistant Secretary (if appointed) shall become familiar with the duties and responsibilities of the Secretary so as to assume such duties and responsibilities in the event this officer is unable to discharge them.

- d. The Treasurer shall be the chief financial officer of the Corporation, and shall have the care and custody of the funds and property of the Corporation. The Treasurer's books shall be open to inspection by any Director at all times. He or she shall maintain records indicating the amount contributed by, or on behalf of, each member and the amount and type of benefits paid by the organization to or on behalf of each member. The Treasurer shall ensure appropriate Internal Revenue Service and/or Department of Labor forms are filed as required by Law. He or she shall ensure a proper fiduciary bond (as required by law) is in place to provide adequate coverage for the assets of the fund.

1. The Assistant Treasurer (if appointed) shall become familiar with the duties and responsibilities of the Treasurer so as to assume such duties and responsibilities in the event this officer is unable to discharge them.

- e. The Officers and Directors shall attend meetings of the Board of Directors and shall participate in the control and management of the affairs, business and property of the Corporation.

ARTICLE VIII

Installation of Directors and Officers

The Officers and Directors of the Corporation shall be installed at such time and place as the Board of Directors shall deem appropriate.

ARTICLE IX

Indemnification

The Corporation shall indemnify its Officers, Directors, agents and employees in accordance with the Corporation's Articles of Incorporation and applicable law.

ARTICLE X

Seal

The Seal of the Corporation shall have the name of the Corporation, the word "SEAL" and the year of incorporation, and may be a facsimile, engraved, printed or impression seal. An impression of said Seal may appear on the margin hereof.

ARTICLE XI

Amendments

These bylaws may be altered, amended, repealed or added to by the affirmative vote of a majority of the Board of Directors, unless expressly reserved to the members in the Articles of Incorporation. In any case, the bylaws may also be altered, amended, repealed or added to by the affirmative vote of the majority of the members entitled to vote at a meeting. Any bylaws adopted by the Board of Directors may be altered amended, repealed or added to by the affirmative vote of the members at a meeting of the membership. Any bylaw adopted by the Board of Directors may be altered, amended, repealed or added to by the members, but any bylaw adopted by the members shall not be altered, amended or repealed by the Board of Directors. Only such changes shall be made which do not conflict with applicable law or the Articles of Incorporation.