

THE VIRGINIA PUBLIC SAFETY FOUNDATION
(formerly known as The Virginia Police Foundation, Inc.)

AMENDED AND RESTATED BYLAWS

ARTICLE I
MEMBERS

1.1 Classes of Members: Qualifications. There shall be three (3) general class of Members:

- (a) Sustaining Members – all present and past members of the Board of Directors of the Foundation, and all others whose cumulative gifts to the Foundation exceed an amount to be specified by the Board of Directors from time to time shall be Sustaining Members of the Foundation. No person who has previously qualified as a Sustaining Member shall lose such status due to a subsequent increase in the gift amount specified by the Board of Directors:
- (b) Annual Members – all persons who pay the amount of annual membership dues set forth by the Board of Directors from time to time shall be Annual Members; and
- (c) Sponsoring Members – those persons designated by the Board of Directors by virtue of their significant support for the Foundation and its activities shall be deemed Sponsoring Members.

1.2 Rights and Obligations of Members. No member of the Foundation shall have any voting rights or privileges. A member may receive such recognition of membership as the Board of Directors may prescribe from time to time.

1.3 Meetings of Members. Meetings of members may be held from time to time as may be determined by the Board of Directors. Such meetings may be held at such place, either within or without the Commonwealth of Virginia, and at such time, as may be provided in the notice of the meeting.

ARTICLE II DIRECTORS

2.1 General Powers. The Foundation shall have a Board of Directors. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Foundation managed under the direction of, its Board of Directors, subject to any limitation set forth in the Articles of Incorporation.

2.2 Number. The number of directors of the Foundation shall be no less than seven (7) and no more than twenty-one (21). The numbers of directors may be increased or decreased from time to time by the Board of Directors.

2.3 Election and Terms Beginning in 1993. Directors shall be elected in the manner and for the terms set forth in the Foundation's Amended and Restated Articles of Incorporation. The following persons shall be elected to serve on the Board of Directors beginning January 1, 1993 for the terms indicated:

Term Expiring December 31, 1995

John S. battle, Jr.
James W. Hazel
S. Burford Scott

Term Expiring December 31, 1994

W. David Harless
Robert T. Skunda
Robert E. Walker

Term Expiring December 31, 1993

George R. Peterson
Kenneth E. Powell
Charles W. Walker

- 2.4 Removal and Vacancies. The Board of Directors may remove any director, with or without cause, but only at a meeting called for that purpose, and the notice of the meeting must state that the purpose or one of the purposes, of the meeting is the removal of the director. The removal of a director shall be effective only upon the affirmative vote of a majority of the remaining directors. A vacancy on the Board of Directors, including a vacancy resulting from the removal of a director or an increase in the number of directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors, and may, in the case of a resignation that will become effective at a specified later date, be filled before the vacancy occurs, but the new director may not take office until the vacancy occurs.
- 2.5 Meetings. The Board of Directors may hold regular or special meetings at such place, either within or without the Commonwealth of Virginia, as may be provided in the notice of the meeting and approved by the Chairman of the Board of Directors, the President or the Board of Directors. If no such

place is designated in the notice of a meeting, it shall be held at the principal office of the Foundation.

2.6 Notice of Meetings. Notice of meetings of the Board of Directors shall be given to each director not less than twenty-four (24) hours before the meeting, by delivering the same to the director in person or to the director's residence or business address (or such other place as the director may have directed in writing) by mail, messenger, telecopier, telegraph, or other means of written communication or by telephoning such notice to the director. Any such notice shall set forth the time and place of the meeting.

2.7 Waiver of Notice. A director may waive any notice required by law, the Articles of Incorporation, or these Bylaws before or after the date and time stated in the notice, and such waiver shall be equivalent to the giving of such notice. Except as provided in the next paragraph of this section, the waiver shall be in writing, signed by the director entitled to the notice, and filed with the minutes or corporate records. A director's attendance at or participation in a meeting waives any required notice to the director of the meeting or promptly upon arrival objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

2.8 Quorum: Voting. A majority of the number of directors serving shall constitute a quorum for the transaction of business at a meeting of the Board of Directors. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. A

director who is present at a meeting of the Board of Directors or a committee of the Board of Directors when corporate action is taken is deemed to have assented to the action taken unless (i) the director objects at the beginning of the meeting, or promptly upon arrival, to holding it or transacting specified business at the meeting; or (ii) the director votes against, or abstains from, the action taken.

2.9 Telephonic Meetings. The Board of Directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

2.10 Action without Meeting. Action required or permitted to be taken at a Board of Directors' meeting may be taken without a meeting if the action is taken by all members of the Board. The action shall be evidenced by one or more written consents stating the action taken, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section shall be effective when the last director signs the consent unless the consent specifies otherwise.

ARTICLE III DISTRIBUTIONS

No part of the net earnings of the Foundation shall inure to the benefit of or be distributable to its directors, officers or other private persons except that the foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE IV DISSOLUTION

Upon the dissolution of the Foundation, and after all of its liabilities and obligations have been paid, satisfied and discharged or adequate provisions made therefore, all of the Foundation's remaining assets shall be distributed to one or more organizations that are organized and operated exclusively for charitable purposes within the meaning of Sections 501 (c) (3) and 170 (c) (2) (B) of the Internal Revenue Code.

ARTICLE V MEMBERS

The Foundation shall have one or more classes or members as designated in its Bylaws. The Bylaws shall also state the qualifications and rights of the members of each class and shall confer, limit, or deny the right to vote.

ARTICLE VI DIRECTORS

6.1 Number and Term. The number of and qualifications for directors shall be fixed in the Bylaws. The number of directors shall be divided into three groups with each group containing one-third of the total, as nearly equal in number as possible. Beginning January 1, 1993, the terms of the directors in the first group shall expire at the first annual meeting of directors following January 1, 1993. The terms of the directors in the second group shall expire at the second annual meeting of directors following January 1, 1993. At each annual meeting of directors thereafter one group of directors shall be elected for a term of three year to succeed those whose terms expire. *A director may serve two consecutive terms totaling six years. The director is not eligible for reelection after the second three year term unless the director has rotated off of the board for at least one year.* (Terms of office amended by the Virginia Public Safety Foundation board on January 20, 2005.) It at any time there are no directors serving, the registered agent of the Foundation shall appoint one director who shall then fill all remaining vacancies. No individual shall be named or elected as a director without his or her consent.

ARTICLE VII LIMIT ON LIABILITY AND INDEMNIFICATION

7.1 Limit on Liability. In every instance in which the Virginia Nonstock Corporation Act, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of liability of directors or officers of a

corporation to the corporation, the directors and officers of the Foundation shall not be liable to the Foundation.

7.2 Mandatory Indemnification. The Foundation (the term “Foundation” as used in this Section 7.2 shall mean this Foundation only and no predecessor entity or other legal entity) shall indemnify any individual who is, was or is threatened to be made, a party to a civil, criminal, administrative, investigative or other proceeding (including a proceeding by or in the right of the Foundation) because such individual is or was a director or officer of the Foundation, or of any other legal entity controlled by the Foundation, against all liabilities and reasonable expenses incurred by him or her on account of the proceeding except such liabilities and expenses as are incurred because of his or her willful misconduct or knowing violation of the criminal law. Before any indemnification is permissible in the circumstances because the person seeking indemnification has met the standard of conduct set forth above. Such determination shall be made in the manner provided by Virginia law for determining that indemnification of a director is permissible, provided however, that if a majority of the directors of the Foundation has changed after the date of the alleged conduct giving rise to a claim for indemnification, the determination that indemnification is permissible shall, at the option of the person claiming indemnification, be made by special legal counsel agreed upon by the Board of Directors and such person. Unless a determination has been made that indemnification is not permissible, the Foundation shall make advances and reimbursement for expenses incurred y

any of the persons named above upon receipt of an undertaking from his or her to repay the same if it is ultimately determined that such individual is not entitled to indemnification. The Foundation is authorized to contract in advance to indemnify any of the persons named above to the extent it is required to indemnify them pursuant to this Section 7.2.

7.3 Miscellaneous. The rights of each person entitled to indemnification under this Article shall inure to the benefit of such person's heirs, executors and administrators. Indemnification pursuant to this Article shall not be exclusive of any other right of indemnification to which any person may be entitled, including indemnification pursuant to a valid contract, indemnification by legal entities other than the Foundation and indemnification under policies of insurance purchased and maintained by the Foundation or others. However, no person shall be entitled to indemnification by the Foundation to the extent the person is indemnified by another, including an insurer.

ARTICLE VIII INTERNAL REVENUE CODE

Each reference in these Articles of Incorporation to a Section of the Internal Revenue Code means such Section of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent federal tax law.