

ARTICLES of ASSOCIATION and BYLAWS

FBI COLUMBIA CITIZENS' ACADEMY ALUMNI ASSOCIATION, INC.

ARTICLE I. - MISSION STATEMENT

The FBI Columbia Citizens' Academy Alumni Association (FBI CCAAA) is a community based and supported organization, distinct and separate from the FBI. It is designed to promote a safer community through the initiation of community service projects and the education of business, labor, media, medical, minority, religious, government, senior citizen, and other community leaders about law enforcement, with particular emphasis on the mission, resources, and limitations of the FBI. The FBI CCAAA goals include:

- (a) Providing a forum for strengthening the relationship and improving the understanding between the FBI Columbia Division and the community it serves.
- (b) Facilitating the continuing education of FBI Citizens' Academy graduates about the FBI, its mission, activities, and people.
- (c) Nominate candidates for enrollment in the FBI Citizens' Academy who will serve as ambassadors and effective advocates for the FBI and federal law enforcement.

ARTICLE II. -NAME AND PURPOSE

Section 2-1. Name. The name of this Association (the "Association") shall be The FBI Columbia Citizens' Academy Alumni Association, Incorporated.

Section 2-2. Incorporation. The FBI CCAAA is a private nonprofit corporation organized and existing under the laws of South Carolina.

Section 2-3. Tax Exempt Status. The FBI CCAAA is subordinate to the FBI National Citizens' Academy Alumni Association's Group Exemption for federal tax purposes and is 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, as amended (the "Code").

Section 2-4. Purposes. FBI CCAAA is organized for the purpose of supporting and furthering the mission set forth in Article I and such other nonprofit and tax-exempt related efforts as the Board of Directors may from time to time determine. In addition, FBI CCAAA may engage in any lawful act or activity for which corporations may be organized under the laws of the State of South Carolina, subject to the following:

- (a) The purpose of FBI CCAAA is exclusively charitable, scientific and educational within the meaning of Code Section 501(c)(3).
- (b) FBI CCAAA is an organization exempt from federal income taxation under Code Section 501(c)(3).
- (c) FBI CCAAA is organized and operated as an organization that is other than a private foundation (within the meaning of Code Section 509(a)).
- (d) FBI CCAAA is not for profit, and as such FBI CCAAA does not afford pecuniary gain, incidental or otherwise, to its members. Thus no part of the net gain of FBI CCAAA shall inure to the benefit of its directors, officers, members, or other private individuals, except that FBI CCAAA may pay reasonable compensation for services rendered and make payments and distributions in furtherance of its charitable purposes as set forth herein.

(e) FBI CCAAA is an organization that does not participate or intervene (including the publishing or distribution of statements), 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 FBI CCAA shall constitute the carrying on of propaganda, or otherwise attempting to influence legislation.

(f) Notwithstanding any other provision of this document, FBI CCAAA shall not carry on any other activities not permitted to be carried on 1) by an organization exempt from federal income taxation under Code Section 501(c)(3), or corresponding section of any future tax code, or 2) by an organization, contributions to which are deductible under Code Section 170(c)(2), or corresponding section of any future tax code.

Section 2-5. Non-discrimination. FBI CCAAA shall not discriminate toward any person or group on the basis of race, ethnicity, national origin, sexual orientation, religion, disability, or any other consideration prohibited by law.

ARTICLE III. - CORPORATE FINANCE

Section 3-1. Fiscal Year. The fiscal year of the FBI CCAAA shall begin on January 1 and end on December 31 of each calendar, subject to modification by the Board of Directors.

Section 3-2. Orders for Payment. All checks, drafts or other orders for payment of money, and all notes or other evidence of indebtedness issued in the name of FBI CCAAA, as authorized by the Board of Directors, shall be signed by such officers, employees and agents of FBI CCAAA as expressly designated and authorized by the Board of Directors in writing.

Section 3-3. Deposits. All funds of the corporation shall be deposited from time to time to the credit of FBI CCAAA in one or more banks, trust companies or such other depositories as the Board of Directors may from time to time designate, upon such terms and conditions as shall be fixed by the Board of Directors. The Board of Directors may from time to time authorize the opening and maintaining with any such designated depository general and special bank accounts, and may make such special rules and regulations with respect thereto as it shall determine, not inconsistent with the provisions of these Bylaws.

Section 3-4. Gifts. The Board of Directors may accept on behalf of FBI CCAAA any contribution, gift, bequest or devise for and consistent with the purpose of FBI CCAAA.

Section 3-5. Loans. No loans shall be made by FBI CCAAA to directors, officers or committee members.

ARTICLE IV. - OFFICES AND RECORDS

Section 4-1. Known Place of Business. The FBI CCAAA, Inc. shall initially maintain its known place of business at the FBI Columbia Division, Columbia, South Carolina. The known place of business may be changed at the discretion of the Board of directors.

Section 4-2. Registered Office. The registered office of the corporation shall be at 1137 Parliament Lake Drive, Columbia, SC 29223. The registered office of the corporation may be changed by resolution of the Board of Directors, upon filing the statement required by law.

Section 4-3. Records. The corporation shall keep correct and complete books and records of account and shall also keep the minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors; and shall keep at its registered or known place of business 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, or his agent or attorney, for proper purpose at any reasonable time.

Section 4-4. Seal. The Board of Directors shall have power to have a corporate seal, which may be altered from time to time by the Board of Directors, and shall have inscribed thereon the name of the corporation and the words: "Corporate Seal".

ARTICLE V. -MEMBERSHIP

Section 5-1. Members. A voting member of the FBI CCAA shall be a graduate of the Federal Bureau of Investigation Citizens' Academy (FBI CA) and reside in the State of South Carolina.

Section 5-2. Honorary Member. The Board of Directors may elect non-voting honorary members. The selection of such members shall be made in recognition of outstanding contributions to federal law enforcement. Honorary members are exempt from dues and assessments.

Section 5-3. Member Rights, Privileges, and Responsibilities. A member of the Association in good standing shall have the following rights, privileges, and responsibilities:

- (a) To attend and participate in all annual, regular or special member meetings of the Association, and to make recommendations to the Board of Directors at any annual, regular or special member meeting with respect to the goals and purpose of the Association as set forth herein;
- (b) To receive reports from the Board of Directors at annual or special member meetings with respect to the general affairs of the Association;
- (c) To volunteer and serve as a committee member of the Association, when so appointed;
- (d) To serve as a Director of the Association, if nominated and elected during an annual member meeting;
- (e) To attend Association sponsored member events and to support and participate in Association organized member activities;
- (f) To cast one (1) vote on any question properly put to the Association membership at annual, regular, and special member meetings.

Section 5-4. Member Termination. Membership in the Association is a privilege, not a right; therefore the Association reserves the authority to suspend, rescind, or terminate a membership when such action is deemed by the Board of Directors to be in the best interest of the Association.

Section 5-5. Resignation. A member may resign from the Association by delivering written notice of resignation to the Secretary of the Association, or to any Director of the Association; such resignation shall not relieve the member so resigning of any obligation to pay dues and assessments, or other charges therefore accrued and unpaid.

Section 5-6. Dues and Assessments. Member dues and assessments shall be determined by the Board of Directors. Dues shall be payable annually and shall become due prior to the annual member meeting. Assessments shall be payable as determined by the Board of Directors. Members who are delinquent in the payment of dues and assessments on the date prior to the date of the annual member meeting shall not have a vote, and may have their membership suspended, or terminated by the Board of Directors.

ARTICLE VI. -MEMBER MEETINGS

Section 6-1. Annual Meeting. A meeting of the members of the Association shall be held in each fiscal year during the month of February, or at a time as the board of directors may determine, for the purpose of reports by the President and/or Board of Directors on the state of the Association mission and financial condition, election of directors, and the transaction of such business as may come before the membership.

Section 6-2. Regular Meetings. A meeting of the members of the Association shall be held periodically, as determined by the Board of directors, for the purpose of engaging members in an opportunity for continuing education, social interaction, and community outreach, with respect to the Association mission and purpose, as set forth herein.

Section 6-3. Special Member Meetings. Special member meetings may be called at any time, with the approval of the Board of Directors, such approval not being unreasonable withheld:

- (a) By the President of the Association;
- (b) By a simple majority of the directors;
- (c) By a simple majority of the voting members.

A written request of a person or persons entitled to call a special member meeting shall be delivered to the Secretary setting forth the purpose for which the meeting is desired. It shall be the duty of the Secretary to fix the date of such meeting to be held at such time, not less than thirty (30) days or more than (60) days after the approval of the meeting, as the Secretary may determine, and give notice thereof. If the Secretary shall neglect or refuse to fix the date of such meeting and to give notice thereof within five (5) days after approval of such meeting, the person or persons calling the meeting may do so.

Section 6-4. Place of Member Meetings. Meetings of members shall be held at such place as may from time to time be fixed by the Board of Directors,

Section 6-5. Notices of Member Meetings. Written notice stating the place, day, and hour of any meeting of members shall be delivered, either personally or sent by electronic mail or facsimile copy, or by first class or registered mail, to each member in good standing, not less than 10 nor more than 60 days before the date of such meeting, by or at the direction of the President, or Secretary or the officer or person calling the meeting. In case of a special meeting, the purpose or purposes for which the meeting is called shall be stated in the notice. If notice is mailed, the notice of the meeting shall be deemed to be delivered when deposited in the United States mail and addressed to the member at his or her address as it appears on the records of the Association with postage thereon prepaid. Notice sent by electronic mail shall be deemed given as of the same day it is transmitted. Notice by facsimile shall be deemed given when sent to a facsimile number designated by the intended recipient of facsimile communications. The attendance of a member at any meeting shall constitute a waiver of notice of such meeting, except where a member attends a meeting for the purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Any waiver of notice executed by a member entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice and the waiver of notice need not specify the time, place, or purpose of the meeting.

Section 6-6. Quorum and Voting. A majority of the members present at any duly called, organized, and convened member meeting shall constitute a quorum for the transaction of business; provided that if less than five (5) percent of the members are present at any member meeting, a majority of the members present may from time to time adjourn the meeting without further notice. Once a quorum has been established, it shall stand for the duration of the meeting, attendance attrition notwithstanding. Each member present and in good standing at any member meeting is entitled to cast one (1) vote on each matter properly submitted to a vote of the members present.

ARTICLE VII. - OFFICERS

Section 7-1. Officers. The officers of the Association shall be a President, one or more Vice Presidents, and the number thereof to be determined by the Board of Directors, a Secretary, a Treasurer, and no less than three (3) directors. These officers shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by the Association.

Section 7-2. Selection of Officers. All officers of the Association shall be elected by the Board of Directors from the members of the board of directors, except that the director elected by the Board of Directors to the office of chair of the board of directors shall be president of the Association; election of officers shall be held at a special board of directors meeting, called for that purpose, before the adjournment of the annual member meeting. The term of office for each officer shall be concurrent with that of the term of office of each director elected to be an officer.

Section 7-3. Duties of Officers.

(a) **President.** The President shall be the chief executive officer of the Association and shall supervise the affairs of the Association, subject to the authority of the Board of Directors. In general, the President shall perform all duties incident to the office of the President and such other duties as may be from time to time prescribed by the Board of Directors. He or she shall preside at all member meetings of the Association and, as Chairman, all meetings of the Board of Directors.

(b) **Vice President.** In the absence of the President or in the event of the President's inability or refusal to act, the Vice President, or in the event there be more than one Vice President, the Vice Presidents in the order of their election, shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned by the President or the Board of Directors.

(c) **Secretary.** The Secretary shall: 1) keep the minutes of the member and board of director meetings; 2) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; 3) be custodian of the corporate records and of the seal of the Association and see that the seal of the Association is affixed to all documents, the execution of which on behalf of the Association under its seal is duly authorized in accordance with the provision of these Bylaws; 4) maintain a permanent record of all disbursements for religious, charitable, scientific, literary, or educational purposes made by the Board of Directors and/or its duly appointed officers or agents on behalf of the Association; 5) maintain a permanent listing of all Association members by name, address, and any other pertinent information; and 6) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or the Board of Directors.

(d) **Treasurer.** The Treasurer shall: 1) have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for moneys due and payable to the Association from any source whatsoever or other depositories as shall be selected in accordance with the provisions of these Bylaws; 2) in general perform all the duties incident to then office of the Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 7-4. Compensation. The compensation of officers, if any, shall be fixed from time to time by the Board of Directors; however, any such compensation shall include only reasonable compensation for services rendered.

ARTICLE VIII. - BOARD OF DIRECTORS

Section 8-1. Composition. The board of directors shall consist of not less than seven (7) or more than thirteen (13) elected members and the immediate past chair. The Association shall endeavor, but shall not be required, to maintain a board of directors whose membership is representative of the FBI Columbia Division operation regions, and the major South Carolina Metropolitan Statistical Areas.

Section 8-2. Election and Term of Office. Not later than thirty (30) days after the adoption of these bylaws the provisional board of directors shall, as a committee, nominate candidates for the first Association board of directors and report such nominations at the first annual member meeting. The Association shall proceed with the election in accordance with the parliamentary authority adopted by the Association. The term of office for members of the first board of directors shall be staggered with the terms of one-half of the directors expiring in one (1) year, and the terms of one-half of the directors expiring in two (2) years. Thereafter, upon a report of nominations by the Board of

Directors at an annual member meeting, one-half of the directors shall be elected each year with a term of two (2) years. Term of office shall begin at the close of the annual member meeting at which a director is elected. No director shall serve more than four (4) consecutive years, except that a director who is elected chair by the Board of Directors shall serve not less than two (2) years in that office, notwithstanding the consecutive years served as a director. A member who has served two full consecutive two (2) year terms shall not be elected to another term as a director until one (1) year after the expiration of his or her last term of office as a director. All vacancies on the Board of Directors which occur after an annual member meeting, except those created by an increase in the number of directors, shall be filled by appointment of the Board of Directors; a director appointed to fill a vacancy shall serve the unexpired term of the immediate former director incumbent. Each director who is elected by the members shall serve and hold office until the next election of directors or until such person's death, resignation, incapacity, or removal.

Section 8-3. Power and Duties. The Board of Directors shall have all the power and authority granted to the board including all power necessary or appropriate to the management of the business and affairs of the Association. Responsibilities of the Board of Directors may include but not be limited to the following:

- (a) Supervision, control and direction of the property, business, affairs, and activities of the Association;
- (b) Determine and fix the policies of the Association and any and all changes thereto;
- (c) Absolute discretion in the collection of dues, raising funds, and disbursement of the funds, and in the sale, conveyance, transfer, leasing, mortgaging, pledging, use, and management of the property and assets of the Association;
- (d) Power to adopt, and from time to time, change such rules and regulations for the use of the property and the conduct of business affairs and activities of the Association as it may consider advisable;
- (e) Power to appoint agents of the Association and define their duties and fix their compensation;
- (f) Power to delegate to officers, agents, and committees of the Association the power to transact the business and carry out the functions of the Association, subject to the right of the Board of Directors to supervise, define, and terminate such power;
- (g) Power to amend the Articles of Incorporation and Bylaws from time to time; and
- (h) Such further and additional powers, rights, privileges, duties, and responsibilities as are elsewhere provided for and imposed by these Bylaws.

Section 8-4. Officers of the Board of Directors. The officers of the Board of Directors shall be a Chairman, one or more Vice Chairman, a Secretary, a Treasurer, and any other officers as determined by the Board of Directors. These officers shall perform the duties prescribed by these bylaws and any other lawful duties as determined by the Board of Directors. The election of officers shall be held at a special board of directors meeting, called for that purpose, before the adjournment of the annual member meeting. A vacancy in any office because of death, resignation, removal or otherwise, shall be filled by the Board of Directors for the unexpired term of the immediate former incumbent.

Section 8-5. Meetings.

- (a) **Meeting Place.** Meetings of the board of directors may be held at such place as may from time to time be determined by the Board of Directors or as may be designated in the notice calling the meeting.
- (b) **Regular Meetings.** The board of directors shall meet a minimum of four (4) times during the fiscal year. The board of directors shall meet at the annual member meeting; such meeting may constitute an additional regular meeting of the board of directors.

(c) **Special Meetings.** A special meeting of the board of directors may be called by the chair, or by a majority of the members of the board of directors; notice of such meeting shall include the purpose for which such meeting is called.

(d) **Participation.** In the event that a director fails to attend two (2) board of director meetings in anyone (1) fiscal year, the board of directors shall consider the removal of said director from the board at the regular meeting next following the director's second absence.

Section 8-6. Notices of Meetings of the Board of Directors. Written notice stating the place, day, and hour of any meeting of the Board of Directors shall be delivered, either personally or sent by electronic mail or facsimile copy, or by first class or registered mail, to each member in good standing, not less than ten (10), except when the urgency of the purpose for which a special meeting of the Board of Directors is called makes this notice time frame impractical, nor more than sixty (60) days before the date of such meeting, by or at the direction of the Chairman, or Secretary or the officer or person calling the meeting. In case of a special meeting, the purpose or purposes for which the meeting is called shall be stated in the notice. If notice is mailed, the notice of the meeting shall be deemed to be delivered when deposited in the United States mail and addressed to the director at his or her address as it appears on the records of the Association with postage thereon prepaid. Notice sent by electronic mail shall be deemed given as of the same day it is transmitted. Notice by facsimile shall be deemed given when sent to a facsimile number designated by the intended recipient of facsimile communications. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Any waiver of notice executed by a director entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice and the waiver of notice need not specify the time, place, or purpose of the meeting.

Section 8-7. Quorum, Voting and Manner of Acting. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors; provided that if less than a majority of the directors is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice, each director present and in good standing shall be entitled to cast one (1) vote on each matter properly submitted to a vote of the directors present. The act of the majority of the directors present at a meeting of the board of directors at which a quorum is present shall be the act of the Board of Directors.

ARTICLE IX. - COMMITTEES

Section 9-1. Committees. The Board of Directors of the Association shall appoint an Executive Committee, a Nominating Committee, a FBI Citizens' Academy Nominating Committee, as standing committees of the Association, and such other committees as the Board of Directors shall from time to time deem appropriate. The standing committees are deemed necessary for the conduct of the mission and purpose of the Association.

Section 9-2. Committee Powers, Responsibilities, and Duties. All committee action shall be subject to the review, control, and direction of the Board of Directors. Powers, responsibilities, and duties of any committee may be modified, suspended or rescinded by the Board of Directors. Each committee shall be chaired by a director appointed by the President of the Association. Members for each committee may be drawn from the membership of the Board of Directors and from the Association membership at large. Committee composition, powers, responsibilities, and duties are as follows:

(a) **Executive Committee.** This committee shall be composed of the President, Vice President(s), Secretary, Treasurer, the FBI Columbia Division Community Relations Specialist, in a non-voting advisory capacity, or such other FBI representative as the FBI Columbia Division Special Agent in Charge (SAC) may designate, and such other members of the Association as the President of the Association shall from time to time deem appropriate. The President of the Association shall be the chair of the Executive Committee. The Executive Committee shall meet on a regular basis without notice, but not less than each month during the fiscal year. The responsibilities and duties of the Executive Committee shall be to:

- 1) Oversee the management of the Association and, in that regard, act on behalf of the Board of Directors between Board of Director meetings;
- 2) Develop and recommend a plan of work for the Board of Directors;
- 3) Direct and supervise the work of the Association committees; and
- 4) Foster and maintain positive liaison with the SAC and operating personnel of the FBI Columbia Division.

(b) **Nominating Committee**. This committee shall be composed of a chairman and not less than four (4) directors appointed by the President of the Association. The responsibilities and duties of the Nominating Committee shall be to canvas the Association membership, identify qualified members for the office of director and recommend them to the Board of Directors as nominees for election at the annual Association member meeting. The Chairman of the Nominating Committee shall be advised the first week of December, or at such time as the Board of Directors shall determine, of the number of nominees to be identified and directed to convene the committee, completing its work and reporting its recommendation to the Board of Directors not later than January 15, or at such time as the Board of Directors shall determine.

(c) **FBI Citizens' Academy Nominating Committee**. This committee shall be composed of a chairman and not less than four (4) members appointed by the President of the Association. The responsibilities and duties of the FBI Citizens' Academy Nominating Committee shall be to identify and recommend qualified candidates to the Board of Directors as nominees for participation in the FBI Citizens' Academy.

ARTICLE X. - AMENDMENTS

Section 10-1. The voting members of the Association, by a majority vote of those voting, may alter, amend or repeal these Bylaws, at a meeting of the members duly called for such purpose and may also be altered, amended or repealed by the affirmative vote of a majority of the members of the Board of Directors.

ARTICLE XI. - INDEMNIFICATION of OFFICERS AND DIRECTORS AGAINST LIABILITIES and EXPENSES in ACTION

Section 11-1. Indemnification in Actions by Third Parties. The Association shall indemnify any person who was a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the Association, by reason of the fact that he or she is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 11-2. Indemnification in Derivative Action. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Association to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another Association, partnership, joint venture, trust or other enterprise against expenses, including attorneys' fees, actually and reasonably incurred by him or her in connection with the defense or

settlement of the action or suit if he or she acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Association; except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Association unless and only to the extent that the court in which the action or suit was brought determines upon application that, despite the adjudication of liability and in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnify for such expenses which the court shall deem proper.

Section 11-3. Indemnification for Success on the Merits or Otherwise. To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Sections 1 and 2 of this Article, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by him or her in connection with the action, suit or proceeding.

Section 11-4. Determination of Right to Indemnification. Any indemnification under Sections 1 and 2 of this Article unless ordered by a court, shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he or she has met then applicable standard of conduct set forth in this Article. The determination shall be made by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to the action, suit or proceeding, or if such quorum is not obtainable, or even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or by the members.

Section 11-5. Non-Exclusivity. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any agreement, vote of members or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heir, executors and administrators of such person.

ARTICLE XII. - PARLIMENTARY AUTHORITY

Section 12-1. Parliamentary Authority. The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Association may adopt.

ARTICLE XIII. - DISSOLUTION

Section 13-1. Dissolution of the Organization. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Approved and adopted October 4, 2007, by the Provisional Board of Directors of the FBI Columbia Citizens' Academy Alumni Association.