



**DIPLOMATIC SECURITY SPECIAL AGENTS ASSOCIATION
P.O. Box 228 Dunn Loring, Virginia 22027**

***BYLAWS OF THE
DIPLOMATIC SECURITY SPECIAL AGENTS ASSOCIATION***

PREAMBLE

The following Bylaws shall be subject to, and governed by, the Nonprofit Corporation Act of the District of Columbia and Articles of Incorporation of the Diplomatic Security Special Agents Association (DSSAA). In the event of a direct conflict between the herein contained provisions of these Bylaws and the mandatory provisions of the Nonprofit Corporation Act of the District of Columbia, said Nonprofit Corporation Act shall be the prevailing controlling law. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of the DSSAA, it shall then be these Bylaws which shall be controlling.

ARTICLE I NAME, DURATION, AND LOCATION

- 1.** The legal name of this organization shall be known as *The Diplomatic Security Special Agents Association, Incorporated* (hereinafter: *DSSAA* or the *Association*). The DSSAA is a non-governmental, fraternal, benevolent association incorporated under the laws of the District of Columbia. The period of duration of the Association shall be perpetual.
- 2.** The principal office of the Corporation shall be located at 2216 Gallows Road, Dunn Loring, VA 22027, with a mailing address of P.O. Box 227, Dunn Loring VA 22027.
- 3.** The DSSAA may have other such offices as the Board of Directors may determine or deem necessary, or as the affairs of DSSAA may find need from time to time, provided that any permanent change of address for the principal office is properly reported as required by law.

ARTICLE II

PURPOSE AND OBJECTIVES

1. DSSAA is non-profit organization, classified as a business league, under Section 501 (c) (6), of the Internal Revenue Code (or the corresponding section of any future Federal tax code) with the primary purpose and objective of supporting and furthering the interests and well-being of its membership both at home and abroad. This is achieved through supporting a variety of activities, incidental to or appropriate in, providing personal and professional development, encouraging public interest, and promoting and supporting the best interests of the law enforcement and security efforts of the United States Department of State (DOS), Bureau of Diplomatic Security (DS).

2. DSSAA may support the Diplomatic Security Foundation (DSF), DS programs and offices (such as OSAC, the Diversity Working Group, Public Affairs, and Recruiting), and other DS endeavors or activities as determined by the Board.

3. DSSAA may provide employees of DS and others with nominal gifts, memorials, or similar limited financial assistance as determined by the DSSAA Board.

4. No substantial part of the activities of DSSAA shall carry out propaganda and DSSAA shall not participate in (including publishing and distributing statements in regards to) any social issue, social campaign, or political campaign for public office. DSSAA may participate in advocacy activities on behalf of its membership and represent its membership to government leadership, yet is not and shall not represent itself as a formal bargaining unit or union.

5. The property and assets of the DSSAA are irrevocably dedicated to and for non-profit purposes only. No part of the net earnings, properties, or assets of DSSAA shall inure to the benefit or be distributed to its trustees, officers, or other private persons, except that DSSAA shall be authorized and empowered to pay reasonable compensation to its employees, contractors, and third parties for services rendered, and to make payments and distributions in furtherance of the objects set forth above.

6. Notwithstanding any other provisions of these articles, DSSAA shall not carry on any other activities not permitted by an association exempt from Federal income tax under Section 501 (c) (6) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

ARTICLE III MEMBERSHIP

1. Requirements: While subject to official verification by the Board, to qualify for DSSAA membership, an individual must be a current employee or third-party contractor of DS, retired employee of DS, former DS government employee who left in good standing, or U.S. Department of Defense personnel currently or formally assigned to DS [such as Marine Security Guards (MSGs), Liaison Officers (LNOs) or Seabees].

2. Suspension and Revocation: The DSSAA Board may suspend or revoke any DSSAA membership. To suspend or revoke a membership, the Board must be presented a valid concern over a member's continued association with DSSAA. Two Board members must agree that the matter is a membership concern for the Board to undertake consideration. The Board will notify the member in writing (including electronic communication) of why their membership status is being questioned, and allow the member five (5) calendar days to respond in writing. The Board shall hold a meeting (in-person or virtual) within five (5) calendar days of receiving the member's final response (if extended communications are undertaken) or the expiration of the time provided to the member to respond (if no response is received). The Board may allow the member in question to attend the meeting. To suspend or revoke a DSSAA membership, the vote of the DSSAA Board must include at least a supermajority of votes from the current Board. (For purposes here, a supermajority means a majority plus one vote, in favor of suspending or revoking membership, not a simple majority of the current Board.) For suspensions, the length of suspension shall be stated in the Board's motion. For revocations, the member shall be ineligible to rejoin DSSAA. The Board will notify the member of the Board's decision in writing (including electronic) within three (3) calendar days of voting.

ARTICLE IV BOARD OF DIRECTORS

1. General Powers: The DSSAA shall be governed by a Board of Directors (hereinafter referred to as "Director(s)," "Officer(s)," the "Board," or "DSSAA Board"). The Board shall have all rights, powers, privileges and limitations of liability of directors of a non-profit corporation organized under the Nonprofit Corporations Act of the District of Columbia.

The Board shall establish policies and directives, as necessary, governing business and programs of the DSSAA and, subject to the provisions of these Bylaws, see that the policies and directives are appropriately followed.

2. Number, Tenure, and Qualifications: The Board shall have up to seven (7) members but no less than one (1) Board member. The number of voting officers shall be no greater than seven (7). The Board shall be constituted as follows:

- President
- Vice President
- Recording Secretary
- Financial Secretary
- Communications Secretary
- Active-Duty DS Employees Representative
- Retired DS Employees Representative

4. Requirements: DSSAA Board members shall be elected from current members of DSSAA, who reside within the geographical area of the District of Columbia (within 50 miles, measured from the Washington Monument), and consent to their names being submitted as candidates for the respective offices. Candidates shall be elected by majority vote of the DSSAA membership. A candidate wishing to stand for a Board position will specifically indicate their interest in the specific position, or in any position.

5. Board Compensation: The Board shall receive no compensation other than for reasonable expenses. However, nothing in these Bylaws shall be construed to preclude any Board member from serving DSSAA in any other capacity and receiving compensation for services rendered.

6. Term: The term of election shall be three (3) years for Board positions. As of May 1, 2021, no Board member may serve more than two consecutive terms on the Board without at least a one full calendar-year break in service on the Board. If reelected to the DSSAA Board after the specified break in service, the two consecutive three-year terms clock restarts. If any elected Board member will reside and/or be assigned or temporarily detailed outside of the required geographical area for any reason, for more than six consecutive months, they must resign their position on the Board.

7. Vacancies: A vacancy on the Board may exist upon the death, written resignation to the rest of the Board, or removal of any Board member.

7a) When a Board vacancy occurs, other than President or Vice President, any individual who is a current DSSAA member in good standing with DS and

DSSAA, and meets the position requirements, may be proposed as a successor. An affirmative majority vote of the Board will confirm or negate this nomination and assumption of office to fill the Board vacancy.

7b) If a vacancy in the position of President or Vice President occurs, an election will be held within 30 calendar days to fill the position. All successors or the newly-elected President or Vice-President will serve the remainder of the position's term in office, not a new three (3) year term. A successor's time on the Board, unless they were already a DSSAA Board member, does not count towards the term limits described above. That is, if the Board votes to transfer the Communications Secretary to the vacant Recording Secretary position, the new Recording Secretary serves the remainder of the position's term. If the Board therefore fills the now vacant Communications Secretary position, that (non-Board member) successor will serve until the end of that term and be eligible to run for an additional two consecutive terms.

8. Election Procedures: The DSSAA Board of Directors elections shall normally be conducted by April 30 in the third year of the Board's term by online ballot via a third-party company for transparency and fairness.

8a) The DSSAA Secretary will have primary responsibility for the election process, under the oversight of the DSSAA President. The Secretary shall, at a minimum, provide election information including candidate's name, desired Board position (if any), and a short biography (under 300 words, if submitted), on ballots sent to all current DSSAA members. The official transition of Board power and responsibilities will be at noon (12 pm) on the day of May 15 (the National Peace Officer's Memorial Day). Elections shall be open for 10 calendar days ending at 2359 hours, Eastern Standard Time.

8b) Qualified candidates receiving the highest number of votes for each respective office shall be declared elected. The Secretary and President shall be responsible for tabulating the votes. The Secretary and President will present the results to the DSSAA Board who will vote to officially certify the election results within three (3) days of the end of the election. In the event of a tie, the current/outgoing DSSAA President will cast a tie breaking vote. Results shall be released within five (5) days of the end of the election. Overall election data shall be released within ten (10) business days of the end of the election if not released with results. The Vice President may perform these duties if delegated by the President.

9. Board Functions: The Board of Directors of DSSAA shall have all powers and perform all duties necessary for general management of the affairs, activities, property, and interests of the Association. Specifically, the Board shall:

- a) Hold no fewer than two (2) regular meetings (in-person or virtually) each year at such time, place, and dates as the Board deems proper and necessary;
- b) Establish, dissolve, and supervise committees it deems proper and necessary for carrying out the purposes of the Association;
- c) Control and oversee all expenditures and disbursement of DSSAA funds except regular DSSAA Store operations. All expenditures and disbursements except regular DSSAA Store operations must be approved by a majority vote of the DSSAA Board;
- d) Keep minutes of Board and special meetings;
- e) Submit periodic, but no less than annual, reports, correspondence, financial statements, and similar instruments, or copies thereof, to such organizations as require them;
- f) Delegate authority or prescribe additional duties to any officer or committee of DSSAA;
- g) Be authorized to fill the position of Recording Secretary, Financial Secretary, Communications Secretary, and any Representative vacancy from regular members of the DSSAA. The chosen DSSAA member shall retain that position until the vacancy is filled at the next DSSAA election. The position of President and Vice President require an election within 30 days of the position becoming vacant if not prior to the position becoming vacant;
- h) Be authorized to take measures it deems proper and necessary to obtain or uphold the objectives and best interests of DSSAA;
- i) Be authorized to perform any other duty required of it under these Bylaws;
- j) Provide an annual review to DSSAA Members.

10. Removal of a Board Member: Any DSSAA Board member except the President may be removed by an affirmative vote of the supermajority (majority plus one) of the DSSAA Board members whenever, in their judgment, the best interests of the Association will be served thereby.

10a) Not attending or participating in at least one DSSAA Board Meeting in a twelve-month period may constitute grounds for removal of a Board member. The Board may deem a Board member who has missed two (2) consecutive meetings or has not hosted/co-hosted the required number of events without reasonable explanation accepted by the Board, to have resigned from the Board.

the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other officer or member or shall be required by law to be otherwise signed or executed;

- g) Be authorized to appoint a DSSAA member or non-member to any committee (subject to Board approval);
- h) Perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time;
- i) Represent DSSAA to the general public, DS and Department leadership, outside organizations, and government agencies;
- j) Delegate their specific authority to other DSSAA Board members if the Board agrees another Board member has more extensive knowledge or experience in a matter of DSSAA concern.
- l) The President will be a voting member of the Diplomatic Security Foundation Board of Directors for the duration of his/her tenure in that office.

3. Vice President: The Vice President shall be an active-duty DS Special Agent (series 2501 or 1811) in good standing with the Department and a member of the Association. The Vice President shall be a voting member of the DSSAA Board with all rights and privileges thereof.

In the absence of the President (such as resignation, termination, or inability/refusal to act or otherwise), the Vice President shall:

- a) Perform the duties of the President. When so acting, the Vice President shall have all the powers of and be subject to all the restrictions on the President;
- b) The Vice President may sign, with the President or other authorized officer of the Board, official documents in the performance of official DSSAA duties;
- c) Perform such other duties as may be prescribed by the President and/or the Board from time to time and subject to those Board and/or Bylaw restrictions.

4. Recording Secretary: The Recording Secretary shall be an active-duty or retired DS direct-hire employee in good standing with the Department and a member of the Association. The Recording Secretary shall be a voting member of the DSSAA Board with all rights and privileges thereof.

The Recording Secretary shall:

- a) Attend all meetings (as possible);

- b) Keep minutes of the meetings (in hard copy or electronic format) with Board-approved minutes retained in logical records;
- c) Prepare and present the business to be discussed at all meetings of DSSAA and the Board;
- d) Ensure that notices are duly given in accordance with the provisions of the Bylaws or as required by law;
- e) Be custodian of Board and DSSAA records which are required to be kept at the principal offices;
- f) Shall maintain a copy of the Articles of Incorporation, Bylaws as amended to date, federal tax exemption finding, and three (3) years of federal tax information returns available for inspection during regular business hours at a designated DSSAA location as indicated to the public on the DSSAA website;
- g) Perform all duties incident to the office of the Secretary and such other duties as may be prescribed by the Board or the President from time to time.
- h) Be responsible for the vote count for the election of members of the Board and other vote counts for all DSSAA Board votes.

5. Financial Secretary: The Financial Secretary (also known as the Treasurer) shall be an active-duty or retired DS direct-hire employee in good standing with the Department and a member of the Association. The Financial Secretary shall be a voting member of the DSSAA Board with all rights and privileges thereof.

The Financial Secretary shall:

- a) Work with the DSSAA President, Bookkeeper, third party accountants, and the DSSAA Store Manager to keep and maintain adequate and accurate business and financial records of the DSSAA, its assets and liabilities, DSSAA Store operations, and other matters customarily included in financial statements;
- b) Answer any Board questions related to DSSAA finances;
- c) Ensure corporate and governmental financial forms are timely filed;
- d) Work with the DSSAA Bookkeeper to provide a quarterly summary and a detailed annual financial accounting review to the DSSAA Board;
- e) Be responsible for ensuring the deposit of, or cause to be deposited, all money and other valuables as designated by the Board;
- f) Be responsible for disbursing, or cause to be disbursed, the funds of the DSSAA as designated by the Board (except regular DSSAA store funds managed by the DSSAA Store Manager);
- g) Work with the DSSAA Store Manager to maintain inventory integrity of the DS Store via annual inventory;

6. Communications Secretary: The Communications Secretary shall be an active-duty DS direct-hire employee in good standing with the Department and a member of the Association. The Communications Secretary shall be a voting member of the DSSAA Board with all rights and privileges thereof.

The Communications Secretary shall:

- a) Draft correspondence to DSSAA Members and outside organizations in conjunction with the DSSAA Board and President;
- b) Maintain all DSSAA Social Media Accounts;
- c) Serve as the DSSAA liaison to DS Public Affairs, Recruiting, and other DS offices as needed or assigned by the DSSAA Board;
- d) Respond to written inquiries from DSSAA members and outside parties forwarded by the Store Manager;
- e) Receive and respond (as appropriate) to correspondence pertaining to DSSAA.

7. Active-Duty DS Employees Representative: The Active-Duty DS Employees Representative shall be an active-duty DS direct-hire employee in good standing with the Department and a member of Association. The Active-Duty DS Employees Representative shall be a voting member of the DSSAA Board with all rights and privileges thereof.

The Active-Duty DS Employees Representative shall:

- a) Serve as the representative of all active-duty members of DSSAA and DS to the DSSAA Board;
- b) Be assigned duties and responsibilities as determined by a majority of the DSSAA Board.

8. Retired DS Employees Representative: The Retired DS Employees Representative shall be an individual who retired from an active-duty, direct-hire DS position (not resigned) in good standing and is currently in good standing with the Department and a member of the Association. The Retired DS Employees Representative shall be a voting member of the DSSAA Board with all rights and privileges thereof.

The Retired DS Employees Representative shall:

- a) Serve as the representative of all retired members of DSSAA and DS to the DSSAA Board;
- b) Be assigned duties and responsibilities as determined by a majority of the DSSAA Board.

ARTICLE VI VOTING PROCEDURES

1. General: When a request is brought to the attention of any Board member, that Board member should forward it to the President or, in his/her absence, the Vice President. The President shall inform the Board of the nature of the request, make recommendations if appropriate, be responsible for framing the motion to be voted upon, and request a vote upon the original request.

Board members will have three (3) working days to respond to a call for a vote (response via e-mail). At the end of three working days, a majority of votes cast will be considered the decision of the Board. If, at any time during the three-day period, a majority of votes are received for/against a proposal, that shall be considered the Board's decision.

Board members will send their votes via e-mail solely to the Secretary for tabulation purposes, not to the Board members at large. The Secretary will be responsible for tabulating the vote and informing the President of the outcome.

Board members may provide for another member to vote on their behalf by giving another Board member their proxy. The President and Secretary of the Board will be so notified via e-mail. The e-mail should contain an effective beginning and end date of the proxy authority.

Should a tie vote occur during the three (3) day period due to lack of response or an empty position on the Board, the DSSAA President's vote shall be counted as two votes and shall be used as a tiebreaker.

2. Duty to Disclose: In connection with any actual or possible conflict of interest, an interested Board member must disclose the existence of any potential conflict of interest to the Board in a timely manner and be given the opportunity to disclose all material facts to the Board who are considering the proposed arrangement and potential conflict.

Additional Conflict of Interest considerations:

- a) A separate conflict of interest policy shall be established by the Board;
- b) The DSSAA conflict of interest policy must be signed by each Board member when assuming office;
- c) Even after conflict(s) of interest are made known to the Board through disclosure of material information and consideration of potential alternative

actions, the Board, with an affirmative majority vote, may still approve of the proposed arrangement;

- d) Should the Board have reasonable cause to believe a Board member or interested party has failed to disclose an actual or possible conflict of interest, the Board shall inquire and hear explanations to explain any failure to disclose. The Board shall then take appropriate disciplinary and corrective action.

3. Indemnification: To the maximum extent permitted by law, DSSAA shall indemnify its “agents,” as described by law, including Directors, Officers, and employees, and including persons who formerly occupied such positions, and their heirs, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any ‘proceeding’ including any action by or in the right of the DSSAA. The DSSAA shall have the power to purchase and maintain insurance on behalf of any agent of DSSAA to the fullest extent permitted by law against any liability asserted against or incurred by the agent in such capacity or arising out of the agent’s status as such, or to give other indemnification to the extent permitted by law.

4. Loans: The Association shall not make any loan of money or property, or guarantee the obligations of any Director unless approved by the Board and consistent with the current Nonprofit Corporation Act.

ARTICLE VII ANNUAL REPORTS AND MEETINGS

1. Annual Report: There shall be an annual report prepared by the President for the purpose of reporting to the Board a summary of the management of the Association’s activities, to include a yearly financial accounting, and a proposed plan and budget for the upcoming year (prepared by the Financial Secretary).

2. Annual and Special Meetings: There will be a Board-attended annual meeting of the membership. A special meeting of the membership may be called by the President or by a majority vote of the current Board members.

3. Place of Meeting: The President may designate any place, including a virtual venue, as the place of meeting for an annual or special meeting called by the Board.

4. Notice of Meeting: Written notice (including by e-mail) stating the time, date, and place of the meeting, and the purpose(s) for which the meeting is called shall

be delivered to each member not less than seven (7) nor more than thirty (30) days before the date of the meeting, unless the meeting is deemed special by the President to resolve a specific issue that requires immediate Board attention.

5. Quorum: A Board quorum shall be defined as at least half of the current Board present (including virtually) at the meeting. Absent Board members may provide proxy authority to a present Board member. It is incumbent upon the Board to take all reasonable measures to ensure that absent Board members are aware of the issues before the Board and have a chance to cast their votes electronically within three (3) working days of the original message. Whenever possible, issues of significance will be provided electronically prior to a Board meeting.

6. Order of Business: The President shall preside at each regular, annual, or special meeting of the Association. The order of business shall be as specified in the notice of the meeting but may be altered or suspended for good cause. *Roberts Rules of Order* (revised) shall be the parliamentary authority for the conduct of meetings of the Association.

ARTICLE VIII COMMITTEES

1. General: The Board may by resolution adopted by a majority of Officers then in office, designate one or more advisory committees to exercise all or a portion of the authority of the Board.

2. Committee guidelines:

- a) Each committee shall be comprised of at least one Board member plus other volunteers and may include non-DSSAA members as appropriate for the purpose;
- b) The President shall be authorized to nominate a committee chair;
- c) The chair nominee shall be approved/rejected by a majority of the Board's vote;
- d) The individual's term on the committee shall be the time required to fulfill the objectives of the committee or until the President's term has expired;
- e) The appointment may be extended beyond the President's term if approved by a majority of the Board;
- f) The chairperson shall ensure minutes are taken at each committee meeting and are delivered to the Recording Secretary, if submission of the committee minutes is so requested;

- g) The advising committee will make recommendations to the Board for any matter requiring affirmative vote or action of the Board.

ARTICLE IX FISCAL YEAR

1. Fiscal Year: The fiscal and tax year of the Association shall be defined as the calendar year from January 1 through December 31.

2. Source of Funds:

- a) Association funds shall be received from various sources including but not limited to DSSAA store sales, membership dues, contributions, and the holding of special events or other revenue generating activities;
- b) Association funds may be invested in a variety of low-risk liquid financial instruments such as CDs, money market or bond funds, etc.
- c) Association funds shall not be subjected to unnecessary or unreasonable risks.

ARTICLE X EVENTS

1. Annual Major Events shall include functions such as the National Police Week (NPW) 5K Run and NPW-associated events, National Night Out Against Crime, the DS Family Picnic, and the DS Alumni Luncheon.

2. Annual DSSAA Minor Events shall include functions such as periodic social hours, a UN General Assembly Social Hour (typically in September), a shredding event, support to joint DS-Fraternal Order of Police ‘Santa’ Detail event, and other events or occasions or matters for DSSAA support as determined by the Board.

ARTICLE XI AMENDMENTS

1. These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a supermajority (majority plus one) of the Board of DSSAA then in office at a duly called and held Board meeting with written (including electronic) notice to members setting forth such change(s).

2. Bylaw changes do not take effect for 12 months of passage unless the change is deemed an emergency with reason by the Association Board and passed unanimously.

3. A draft of the proposed new or amended Bylaw and reasoning of any changes must be put to the Board for 10 business days for review and comment prior to the Board voting, emergency or not.

ARTICLE XII CORPORATE/ORGANIZATION SEAL

1. The Board may design, adopt, use, and alter a DSSAA seal and/or symbol(s). The current DSSAA symbol shall be used in official DSSAA correspondence or events to the maximum extent reasonable and feasible. Any official corporate seal shall be kept at the principal office of DSSAA. Failure to affix the DSSAA seal to any DSSAA instrument, however, shall not affect the validity of the instrument.

ARTICLE XIII DISSOLUTION

1. Upon the termination, dissolution, liquidation or winding up of the Association in any manner or for any reason, its assets, if any, remaining after payment of all liabilities of the Association shall be distributed, as per majority vote of the DSSAA Board, to one or more non-profit organizations (pursuant to Section 501(c) of the Internal Revenue Code) having purposes and interests consistent with those of the Association.

Certificate of Recording Secretary

I, Barry Hopkins, certify that I am the current elected and acting Secretary of the DSSAA, and the above Bylaws are the Bylaws of this Association as adopted by the DSSAA Board of Directors on _____, 2021, and that they have not been amended or modified since the above.

Executed on this day of _____ in the County of _____ in the Commonwealth of Virginia.

As amended 3/28/2021.