

**AMENDED AND RESTATED  
BYLAWS  
GOVERNING  
THE SECURITY FOUNDATION  
A TEXAS NONPROFIT CORPORATION**

**ARTICLE I: NAME AND LOCATION**

- 1.1** The name of the Corporation shall be The Security Foundation, hereinafter referred to as the "Corporation."
- 1.2** The Corporation shall operate within the state of Texas, and in such other areas as may be authorized by the Board of Directors, for the purposes set forth in Article II.

**ARTICLE II: PURPOSES**

- 2.1** The Corporation has been formed to facilitate private sector dialogue and engagement as well as provide private sector support both domestically and internationally for the missions of the the Domestic Security Alliance Council (DSAC), the Federal Bureau of Investigation (FBI), the Department of Homeland Security (DHS), the Overseas Security Advisory Council of the United States Department of State (OSAC), the Bureau of Diplomatic Security, and other related organizations. Through educational programs and security information exchange initiatives, the Corporation will help American businesses, faith-based organizations, institutions of higher learning, charities, non-governmental organizations and other qualified organizations better understand and respond to threats, terrorism, civil disorder, crime, cyber risks, workplace violence, economic espionage, natural disasters and other similar threats affecting their personnel and operations in the United States as well as when they travel the world in pursuit of opportunities or to assist those in need. In furtherance of this purpose, the Corporation will initiate, promote and support activities which:
- a)** Enhance the security of personnel and operations of US organizations domestically and internationally by promoting the regular exchange of security information among private and public sector individuals and organizations;
  - b)** Advance the development and sharing of terrorism and crime prevention information as well as security and emergency response best practices which are essential to personal safety and long term, sustainable operations, especially in high risk locations;
  - c)** Foster local, regional, national and international training symposia and other educational forums that advance awareness of immediate and longer term security threats as well as advance the identification and deployment of effective preventative countermeasures to security threats; and, to encourage effective emergency contingency planning and response;
  - d)** Provide financial support and otherwise sponsor local, regional, national and international security education and security information exchange initiatives and in so doing help to insure that no interested representative of a qualified US organization, especially Non-Governmental Organizations engaged in charitable/humanitarian endeavors, is unable to participate;

- e) Provide logistical, financial and other assistance in support of local and regional security education and security information exchange initiatives involving representatives of qualified US organizations;
  - f) Foster cooperation and collaboration among private and public sector individuals and organizations in the development of informed and effective responses to terroristic threats and incidents, social and/or political upheavals, natural disasters, criminality, cyber risks and other similar threats to the safety and security of personnel and the operations of US organizations internationally.
- 2.2 The corporation is not-for-profit and is organized and operated exclusively as an exempt organization pursuant to Section 501(c)(3) of the Internal Revenue Code (or corresponding provision of any future United States internal revenue law) to serve an educational purpose within the meaning set forth in section 501(c)(3) of the Internal Revenue Code.
- 2.3 Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, member, or other private person, except that the corporation 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 the Articles of Incorporation and these Bylaws.
- 2.4 Upon dissolution of this 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.

### **ARTICLE III: BOARD OF DIRECTORS**

#### **3.1 *Powers & Duties***

##### **3.1.1 *General Powers***

The business and affairs of the Corporation shall be conducted under the direction of, and the control and disposal of the Corporations' properties and funds shall be vested in, its Board of Directors, except as otherwise provided in Title 2, Chapter 22 of the Business Organizations Code, the Corporation's Certificate of Formation, or these Bylaws.

##### **3.1.2 *Duties***

The Board of Directors is charged with three (3) primary duties: the Duty of Care, the Duty of Loyalty and the Duty of Obedience.

*Duty of Care* requires Board members to act (1) in good faith; (2) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and (3) in a manner the Board member reasonably believes to be in the best interests of the Corporation.

*Duty of Loyalty* requires Board members to pursue the Corporation's best interest, whether over money or politics. The Duty of Loyalty prohibits a Board member from ever acting in a manner not in the best interests of the Corporation, which includes engaging in any form of self-dealing unless there is full disclosure.

*Duty of Obedience* requires Board members to abide by all applicable local, state, federal and international laws as well as the properly promulgated policies of the Corporation.

### **3.2     *Number, Election & Term***

#### **3.2.1     *Number***

The Board shall be composed of no less than three (3) nor more than twenty-one (21) members, not including its officers, and not including non-voting ex-officio and non-voting emeritus members. Directors will be selected as set forth in these Bylaws.

#### **3.2.2     *Election***

The Board shall determine qualifications for membership on the Board. Members will be elected from among the individuals representing private sector and non-government members of DSAC and OSAC and such other organizations as the Board shall determine. If in the sole discretion of the Board, critical skills necessary for the proper administration of the Corporation cannot be recruited from among the private sector representatives of DSAC and OSAC, the Board may elect Board members without regard to affiliation with the two Councils. Board members shall be elected by a majority of the votes cast by incumbent members of the Board. There is no requirement that any of the members of the Board of Directors be resident in the State of Texas.

#### **3.2.3     *Term and Term Limits***

The term for each elected Board member is three years and members can be re-elected for two additional terms.

### **3.3     *Attendance***

#### **3.3.1     In order to uphold the Duty of Care, it is expected that board members attend all regularly scheduled meetings.**

#### **3.3.2     A board member who misses three consecutive meetings, unless excused, shall be deemed to have resigned. The member's position shall become vacant until such time as the Board of Directors takes action to fill the vacancy. The minutes should note any excused absences.**

### **3.4     *Resignation, Removal, Vacancies & Compensation***

#### **3.4.1     *Resignation***

A board member may resign at any time by providing written notice to the President, Vice President, Secretary, or Executive Director.

#### **3.4.2     *Removal***

Directors may be removed with or without cause, at any meeting of the Board of Directors, duly called, and at which a quorum is present, by a majority of the votes cast at such meeting provided that before any meeting of the board at which a vote on removal will be made the director in question is given electronic or written notification of the board's intention to

discuss her/his case and is given the opportunity to be heard at a meeting of the board.

3.4.3 *Vacancies*

A director elected to fill a vacancy due to resignation shall be elected for the unexpired term of the predecessor. Vacancies may be filled at any time by the affirmative vote of a majority of the remaining directors then in office, even if it is less than a quorum.

3.4.4 *Compensation for Board Service*

Directors shall receive no compensation for carrying out their duties as directors. The board may adopt policies providing for reasonable reimbursement of directors for expenses incurred in conjunction with carrying out board responsibilities, such as travel expenses to attend board meetings.

3.4.5 *Compensation for Professional Services by Directors*

Directors are not restricted from being remunerated for professional services provided to the corporation. Such remuneration shall be reasonable and fair to the corporation and must be reviewed and approved in accordance with the board Conflict of Interest policy and state law.

**3.5 *Regular Meetings***

3.5.1 *Regular Meeting*

Regular meetings of the Board of Directors may be held, at the call of the President or the Executive Director, with such person indicating the date, time, and place for the holding of such regular meetings. The Board of Directors shall meet not less than 2 times each year.

3.5.2 *Definition of Annual Meeting*

The annual meeting of the Board shall be the regular board meeting which occurs in conjunction with one of the meetings held by DSAC or OSAC as designated by the Board . The purpose of the meeting shall be to elect officers, set the calendar of meetings for the coming year, and any other business as set forth before the Board.

3.5.3 *Special Meeting*

The President may call a special meeting of the Board whenever deemed necessary or when requested to do so by three (3) or more directors or by the Executive Director. Notice of a special meeting shall be provided in writing to each board member at least two (2) days in advance of the meeting.

3.5.4 *Telephone or Digital Meetings*

Members of the Board of Directors or any committee may participate in a meeting of the Board, committee or task force by means of conference telephone or similar digital communication equipment such as Zoom, Microsoft Meetings or the like by means of which all persons participating in the meeting can be heard by each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

3.5.5 *Meeting Notice*

The Board of Directors shall set the schedule of meetings for the coming year at the annual meeting. The schedule of meetings shall serve as proper notice. Meeting materials shall be prepared and distributed not later than the Friday before the meeting.

3.5.6 *Rules of Order*

Meetings shall be guided by specific parliamentary procedure as adopted by the Board of Directors.

**3.6 *Quorum & Voting***

3.6.1 *Meeting Quorum*

A majority of the directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the board. No business shall be considered by the board at any meeting at which a quorum is not present.

3.6.2 *Voting*

Each member of the Board shall have one (1) vote. An action may be passed by the Board at a meeting through an affirmative vote by the majority of those present. The Board may agree to continue the meeting of the Board for the purpose of considering drafts of resolutions circulated for review. Members of the Board may use email to vote yes, no or abstain on any such resolution and such vote shall have the same effect as if cast during a telephonic or in-person meeting of the Board.

3.6.3 *Amendment to Bylaws*

The bylaws may be amended with vote of a super majority (over two thirds) of the Board. Proposed amendments must be submitted in writing to the Board prior to the meeting in which the vote is to be held.

**ARTICLE IV: OFFICERS AND AGENTS**

**4.1 *Number & Qualifications***

The officers of the corporation shall consist of a President, Vice President, Secretary and Treasurer, all of whom shall be chosen by, and serve at the pleasure of, the Board of Directors. Each Board officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the Board or by direction of an officer authorized by the Board to prescribe the duties and authority of other officers. The Board may also appoint such other officers as it deems expedient for the proper conduct of the business of the corporation, each of whom shall have such authority and shall perform such duties as the Board of Directors may determine. One person may hold two or more Board offices other than the offices of President and Secretary, but no Board officer may act in more than one capacity where action of two or more officers is required.

**4.2 *Election & Term of Office***

The Board by a majority vote shall appoint the officers of the Corporation for a term of 3 years. Officers may be appointed by the Board to consecutively serve 2 additional terms. With unanimous consent of the Board, an officer may thereafter be appointed to serve additional terms.

### **4.3     *Authority & Duties of Officers***

#### **4.3.1     *President***

The President shall be the chief volunteer officer of the corporation and shall preside at and chair all meetings of the Board of Directors and shall perform such other duties and have such other powers as may be vested in the President by the Board of Directors.

#### **4.3.2     *Vice President***

The Vice President of the Board shall preside at all meetings of the Board of Directors in the absence of the President and shall perform such other duties and have such other powers as may be vested in the Vice President by the Board of Directors. Subject to the approval of the Board of Directors, the Vice President shall normally become President following the completion of the President's term of office, or if for any reason the President is unable to continue to serve in that capacity.

#### **4.3.3     *Secretary***

The Secretary shall assist the President, Board and Executive Director to help ensure the effective functioning of the governance of the Corporation. The Secretary shall keep or cause to be kept a book of minutes of all meetings and actions of the Board and committees of the Board. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The Secretary shall cause notice to be given of all meetings of the Board and committees as required by the Bylaws. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Board President. The secretary may appoint, with approval of the Board, an assistant to help in performance of all or part of the duties of the Secretary. The Secretary may also attest all instruments signed by an officer of the Corporation.

#### **4.3.4     *Treasurer***

The Treasurer shall be the Board member assisting President and Board to execute their responsibility to provide oversight of the financial condition and affairs of the corporation. The Treasurer shall oversee and keep the Board informed of the financial condition of the corporation and of audit or financial review results. In conjunction with other Board members or officers, the Treasurer shall help to oversee the budget preparation process and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the corporation, are made available to the Board of Directors on a timely basis or as may be required by the Board of Directors. The Treasurer shall perform all duties properly required by the Board of Directors or the Board President. The Treasurer may appoint, with approval of the Board a qualified fiscal agent or member of the staff to assist in performance of all or part of the duties of the Treasurer.

## **ARTICLE V: EXECUTIVE DIRECTOR**

### **5.1     *Appointment of an Executive Director***

The Corporation shall have an Executive Director who is responsible for the day-to-day affairs of the Corporation under the supervision of the Board of Directors of the Corporation. The Executive Director shall be the chief executive officer of the Corporation and an ex-officio member of the Board of Directors of the Corporation. The Executive

Director may participate in meetings of the Board of Directors and committee meetings except when the Board or the committee is meeting in executive session. The Executive Director shall serve at the pleasure of the Board of Directors and may be removed at any time by a majority vote of the Board of Directors.

## **5.2     *Duties of the Executive Director***

The Executive Director shall support the operations and administration of the Corporation by advising and informing the Board members, hiring, supervising and evaluating support staff, preparing the annual budget, implementing the policies adopted by the Board, interfacing between the Board and staff, supporting the Board's evaluation of the Executive Director's performance and administering to the day-to-day operations of the Corporation in furtherance of its objectives. In addition to administering to the day-to-day operations of the Corporation, the Executive Director shall oversee fundraising planning and implementation, including identifying resource requirements, researching funding sources, establishing strategies to approach funders, submitting proposals and administrating fundraising records and documentation. The Board may designate other duties as may be necessary.

# **ARTICLE VI: COMMITTEES OF THE BOARD**

## **6.1     *Committees***

The standing committees of the Board of Directors shall be the Executive Committee, the Board Governance Committee, the Development Committee, and the Finance Committee. The Board of Directors may, by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present, appoint one or more other committees, composed of two (2) or more persons, for such purposes and with such powers as the Board of Directors may provide, except that no such committee or committees shall have or exercise the authority of the Board of Directors in the management of the Corporation and no committee shall have the power to amend the Articles of Incorporation of the Corporation or these Bylaws.

## **6.2     *Executive Committee***

The Executive Committee shall have the power during the intervals between the regular meetings of the Board of Directors to exercise any and all powers of the Board in the management of the business affairs of the Corporation. Minutes of all Executive Committee meetings shall be distributed to the full Board.

The Executive Committee will periodically review the Executive Director's compensation in relation to comparable compensation and to conduct a periodic review of the performance of the Executive Director.

The Executive Committee shall consist of the President, Vice President, Treasurer, Secretary, and up to three other members of the Board who shall be appointed by the President of the Board. At the discretion of the President, other Board members, including the Executive Director, may be invited to attend Executive Committee meetings, at which they will serve in an ex-officio capacity.

Members of the Executive Committee shall serve three-year terms and, at the discretion of the President, may be reappointed to additional terms.

Notice of Executive Committee meetings shall be given to each member of the Executive Committee with five (5) days' notice.

Special meetings of the Executive Committee shall be called by the President or in writing by three (3) Executive Committee members.

Except as otherwise provided, three members of the Executive Committee shall constitute a quorum for the transaction of business.

### **6.3     *Board Governance Committee***

The Board Governance Committee is responsible for nominating Board members and officers and for presenting the slate of nominees to the Board. It is further responsible for cultivating and educating Board members.

The Chair of the Board Governance Committee shall be appointed by the President from among the members of the Board of Directors to serve a two-year term and, at the discretion of the President, may be appointed to serve additional terms. The President, in consultation with Chair of the Board Governance Committee, shall select and appoint others to serve on the Board Governance Committee and to assist in carrying out its responsibilities.

### **6.4     *Development Committee***

The Development Committee shall be responsible for the Corporation's fund-raising activities, marketing and membership development initiatives.

The Chair of the Development Committee shall be appointed by the President from among the members of the Board of Directors to serve a two-year term and, at the discretion of the President, may be appointed to serve additional terms. The President, in consultation with the Chair of the Development Committee, shall select and appoint others to serve on the Development Committee and to assist in carrying out its responsibilities. Committee members may be, but are not necessarily required to be, members of the Board.

The Chair of the Development Committee shall present an annual report of the committee's activity to the full Board at the Annual Meeting.

### **6.5     *Finance Committee***

The Finance Committee shall be responsible for coordinating all activities of the organization relating to finances, financial planning, investments, and the annual audit. The Finance Committee is further responsible for drawing up the annual operating budget, in cooperation with the Executive Director, for submission to the Board. The committee recommends appropriate programs and courses of action to the Board and has the responsibility for carrying out such programs when approved.

The Treasurer of the Corporation shall serve as the Chair of the Finance Committee. The President, in consultation with the Chair of the Finance Committee, shall select and appoint others to serve on the Finance Committee and to assist in carrying out its responsibilities. Committee members may be, but are not necessarily required to be, members of the Board.

The Chair of the Finance Committee shall present an annual report of the committee's activity to the full Board at the Annual Meeting.



**6.6     *Program Committee***

The Program Committee is responsible for setting the annual budget for DSAC & OSAC programs and grants to nonprofit organizations, and approving grant applications.

The Chair of the Program Committee shall be appointed by the President from among the members of the Board of Directors to serve a two-year term and, at the discretion of the President, may be appointed to serve additional terms. The President, in consultation with the Chair of the Program Committee, shall select and appoint others to serve on the Program Committee and to assist in carrying out its responsibilities. Committee members may be, but are not necessarily required to be, members of the Board.

The Chair of the Program Committee shall present an annual report of the committee's activity to the full Board at the Annual Meeting.

**6.7     *Ad Hoc Committees or Task Forces***

Other ad hoc committees or task forces may be established from time to time as the Board or the President considers appropriate to address specific concerns affecting the Corporation. The President shall appoint a committee chair and other members of such ad-hoc committees or task forces. Ad hoc committees and task forces shall meet as frequently as needed or as requested by the President, and committee reports shall be submitted to the Board of Directors as required by the President.

**6.8     *Procedures***

All committees established by the Board of Directors shall follow such additional procedures as the Board of Directors may determine and shall report any actions taken to the President at the next meeting of the Board of Directors.

**ARTICLE VII: ADVISORY COUNCIL**

**7.1**     The Board of Directors may appoint an Advisory Council of interested parties who in the opinion of the Board have relevant experience or expertise and are committed to the advancement of the philanthropic objectives of the Corporation. The Advisory Council shall have no governing authority but shall provide advice and guidance to the Board regarding operations either collectively or individually.

**7.2**     The Advisory Council will serve as a resource for the Board of Directors.

**7.3**     The composition of the Advisory Council shall be determined by the Board of Directors and may include individuals who have distinguished themselves in public service and other persons who possess expertise or knowledge useful to the Corporation.

**ARTICLE VIII: INDEMNITY OF OFFICERS, DIRECTORS AND OTHERS**

**8.1**     Each person now or hereafter a director, officer, staff member, employee or authorized agent of the Corporation (and his or her heirs, executors and administrators) shall be indemnified by the Corporation to the fullest extent permitted by the laws of Texas (See Texas Business Organizations Code Annotated §§ 8.001-.152) against all claims, liabilities,

judgments, settlements, costs and expenses, including all attorney's fees, imposed upon or reasonably incurred by him or her in connection with or resulting from any action, suit, proceeding or claim to which he or she is or may be made a party by reason of his or her being or having been a director, officer, staff member, employee or authorized agent of the Corporation (whether or not he or she is a director or officer at the time such costs or expenses are incurred or imposed upon him or her), except in relation to matters as to which he or she shall have been finally adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of his or her duties as such director, officer, staff member, employee or authorized agent of the Corporation.

- 8.2 Pursuant to Texas Business Organizations Code Annotated § 8.101, the Corporation has the authority to indemnify a director, officer, staff member, employee or authorized agent of the Corporation if 1) he/she conducted himself in good faith, and 2) he/she believed in the case of conduct in his/her official capacity with the Corporation, that his/her conduct was in its best interests; and in all other cases, that his/her conduct was at least not opposed to its best interests; and in the case of any criminal proceeding, he/she had no reasonable cause to believe his conduct was unlawful.
- 8.3 If the determination as to whether a director, officer, staff member, employee or authorized agent of the Corporation was guilty of gross negligence or willful misconduct is to be made by the Board, it may rely as to all questions of law on the advice of independent counsel. Such right of indemnification shall not be deemed exclusive of any rights to which director, officer, staff member, employee or authorized agent of the Corporation may be entitled by any bylaw, agreement, vote of members, or otherwise. The Corporation shall have the authority to purchase suitable policies of indemnification insurance on behalf of its directors, officers, staff members, employees or authorized agents of the Corporation, the premiums for which may be paid out of the assets of the Corporation.

## **ARTICLE IX: CONFLICT OF INTEREST**

### **9.1 *Conflict Defined***

A conflict of interest exists when the interests or activities of any director, officer, staff member, employee or authorized agent of the Corporation may be seen to be competing with the interests or activities of the Corporation and resulting in a detriment to the Corporation; or the director, officer, staff member, employee or authorized agent of the Corporation derives an inappropriate financial or other material gain as a result of a direct or indirect relationship.

### **9.2 *Disclosure***

Whenever a director, officer, staff member, employee or authorized agent of the Corporation has a financial or personal interest in any matter coming before the Board of Directors, the affected person shall, in accordance with the Corporation's policy on Conflicts of Interest, a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the Corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

## **ARTICLE X: ACCOUNT BOOKS AND MINUTES**

- 10.1** The Corporation shall keep correct and complete books and records of account and financial statements and shall also keep minutes of the proceedings of its Board of Directors and Committees. All books and records of the Corporation may be inspected by any director or his or her accredited agent or attorney, for any proper purpose at any reasonable time. The minutes will be entrusted to the Executive Director and kept in a safe place. In accordance with the IRS laws, the minutes will be made available to the public upon request. Additionally, the minutes will be emailed to all the Board of Directors to review, so at the next meeting, the Board can agree to their accuracy.

## **ARTICLE XI: FISCAL YEAR AND AUDIT**

- 11.1** The fiscal year of the Corporation shall be January 1 through December 31, inclusive. After the close of each fiscal year of the Corporation, financial transactions of the Corporation for the preceding fiscal year shall be reviewed by certified public accountants, as directed by the Board of Directors, and a report of the review shall be made to the Board of Directors.

## **ARTICLE XII: LOANS TO DIRECTORS AND OFFICERS**

- 12.1** The law of the state of Texas prohibits any loans or advances, other than customary travel advances, to be made by the Corporation to any of its directors or officers.

## **BYLAWS CERTIFICATE**

The undersigned certifies that he/she is the Secretary of The Security Foundation, a Texas nonprofit corporation, and that, as such he/she is authorized to execute this certificate on behalf of said Corporation, and further certifies that the foregoing Bylaws, consisting of eleven (11) pages, including this page, constitute the amended Bylaws of the Corporation as of this date, duly adopted by the Directors of the Corporation at their February 22, 2023 special meeting, as amended from time to time prior to the date hereof.

Name Printed:

Brad Brekke

Signature:



Secretary of the Board of Directors

Dated: February 22, 2023