

WASHINGTON, DC METROPOLITAN POLICE MEMORIAL AND MUSEUM, INC.

Bylaws

Preamble

The Washington, DC Metropolitan Police Memorial and Museum, Inc., hereinafter referred to as "MPDCM&M" is a not for profit charitable corporation established to honor those Washington, D.C. Metropolitan Police Department (MPD) officers who died in-the-line-of-duty.

The MPDCM&M is formed and organized for educational purposes within the meaning of Internal Revenue Code (IRC), Section 501(c)(3), or the corresponding section of any future federal tax code provision. As a Section 501(c)(3) organization, the MPDCM&M is subject to limits or prohibitions to engage in any local, state or federal political activities to include any internal operations of the MPD or other law enforcement organizations.

The Board will work with the MPD to ensure a permanent collection of MPD historic papers, artifacts and other memorabilia is collected, recorded, and maintained in a museum that is open to the public for presenting these items on public exhibition.

In order to further these ends, the MPDCM&M will solicit funds, sponsor benefits and engage in lawful and appropriate fund raising activity, consistent with the provisions and requirements of Section 501(c)(3) of the IRC and any other applicable statutes and/or regulations. The MPDCM&M shall have all general powers set forth in Title 29, Chapter 4 of D.C. Code, except as may be restricted or modified by the MPDCM&M's Bylaws.

The mission of the MPDCM&M is to: (a) renovate the Metropolitan Police Memorial fountain authorized by an Act of Congress under HR 8792 on April 22, 1940 and incorporated into §5-1301 of the DC Code, entitled, Memorial fountain to members of Metropolitan Police Department, built in 1942; (b) design, build and maintain an iconic police Memorial in conjunction with the District of Columbia Government, to be maintained on District of Columbia Government property, that is befitting to all those who made the ultimate sacrifice; and (c) establish, fund and operate a museum to educate the residents and visitors to our Nation's Capital of the unique and rich history of the MPD.

Article I **Board of Directors**

A. General: The Board of Directors, hereinafter referred to as the Board, shall consist of the following members:

one (1) retired member from the D.C. Police Department representing the MPD at large (both active & retired). This Board position shall be filled by the person or Board member that is elected as President. The President may not represent any

other organization; therefore, if a member of the Board is elected President and he/she represents one of the member organizations, he/she must resign that position so as to represent active and retired members and no other special interest groups. (SPECIAL NOTE: This is a lifetime position for the Founder of the MPDCM&M and he will hold this position until death or resignation. Only at that time will the sitting Board decide on who will represent this category of membership.)

one (1) retired member of the D.C. Police Department who has been selected by the Board of Directors of the Association of Retired Police Officers (AORP);

one (1) retired member of the D.C. Police Department who has been selected by the Fraternal Order of Police Jerrard F. Young District of Columbia Lodge #1 (DCFOP);

one (1) retired member of the D.C. Police Department who has been selected by the Board of Directors of the Police Federal Credit Union (PFCU);

one (1) retired member of the D.C. Police Department who has been selected by the Board of Directors of the Washington, D.C. Crime Solvers;

one (1) retired member of the D.C. Police Department who has been selected by the Board of Directors of the Washington, DC Metropolitan Area Chapter of the National Organization of Black Law Enforcement (NOBLE);

one (1) active member of the Washington, DC Chapter of Concerns of Police Survivors, Inc. (DC-COPS);

one (1) member of the National Law Enforcement Officers Memorial Fund Board/Staff who has been selected by the Board of Directors of the NLEOMF;

one (1) retired member of the D.C. Police Department who has been designated by the Executive Director of the Washington DC Police Foundation (DCPF).

Additional Board members may be added to the Board by a majority vote. Active members of the MPD may not serve on the Board; however, the Chief of Police may appoint active members of the department to participate at Board meetings to represent him/her as an advisor, arrange for office space, provide administrative help and guidance, etc. Active members of the department shall have no voting or approving authority concerning Board responsibilities.

During a Board vote, should there be a tie vote on a motion, the President's vote will carry the motion; therefore, whichever side the President comes down on, that is the prevailing side.

With the exception of persons from the DC-COPS and the NLEOMF Board/Staff members, all members of the Board shall be retired members of the Washington, D.C. Metropolitan Police Department or other persons having specialized expertise on matters beneficial to the Board and the mission of the MPDCM&M.

The Board shall elect new members of the Board. Board members shall serve until the entity they represent recommends a replacement, or the Board can remove a Board member at will by two-thirds vote by the current Board. The MPDCM&M shall have no members.

B. Powers: The Board has full authority to manage the affairs of the MPDCM&M, to establish policy, to implement MPDCM&M policy decisions, to adopt rules and regulations for the conduct of meetings, to supervise MPDCM&M officers, and to perform all other functions appropriate for a Board of Directors, consistent with the Bylaws of the MPDCM&M and Title 29, Chapter 4 of D.C. Code and Section 501(3)(c) of the IRC. The Board shall elect a President from among its members. The President shall serve at the pleasure of the Board. Board members may request and be granted reappointment membership by approval of the majority of the Board.

C. Officers of the Board: The Board shall elect a President, Vice President, Secretary and Treasurer. The term President of the Board of Directors shall be used in lieu of Chairman, Chairperson or Chairwoman. Those terms shall be used for committees appointed by the Board.

D. Removal, Vacancies and Resignations: Any Board member may be suspended or removed for “cause” by a majority vote of the remaining members of the Board at a meeting convened for such purpose. “Cause” shall constitute any breach of fiduciary duty or other conduct deemed by a majority of Board members voting on suspension or removal to be harmful to the operations or image of the MPDCM&M or otherwise detrimental to the MPDCM&M, or the inability or unwillingness of a Board member to continue to perform his/her duties. Vacancies caused by illness, death, resignation or removal shall be filled by a majority vote of the remaining Board members at a meeting convened for such purpose by the Board. Resignations from the Board shall be in writing and shall be effective upon receipt by either the President or the Secretary.

E. Compensation: No member of the Board shall receive any compensation for services rendered. Business expenses may be given to Board members, or to Committee members, if approved by a majority of the Board and recorded by the Secretary. For the purpose of this section, a business expense is a payment made to a Board member, or other person acting in behalf of the Board, for travel, accommodations, or other cost as approved by the Board. An honorarium may be given to others for their services in a volunteer capacity or for services for which fees are not traditionally required such as a guest speaker at a conference to cover their travel, accommodation, or preparation time or to a professional person for services for which fees are not legally or traditionally required. All such costs must benefit the objectives and aims of the MPDCM&M and be approved by the Board.

Article II Meetings

A. Meetings: Meetings of the Board shall be conducted at least annually during the month of February at a place or places determined by the Board. The location, date and time of regular meetings, and any agenda items of special interest shall normally be distributed to Board members in advance of a scheduled meeting. Notice of the next meetings shall be made by vote

at a meeting and followed up by an email or other written notification.

B. Special Board Meetings: Special meetings may be called by the Board or President when deemed necessary. Notification of special meetings shall be made in the same manner as notification of general meetings, but shall include the purpose for which the special meeting is called.

C. Nomination Meetings and Election Procedures: Nominations for the Board President, Vice President, Secretary, and Treasurer shall be conducted prior to the Annual Meeting of the Board conducted in February of each year. The Election of Officers shall be held during the Annual Meeting each year. In the event of an appointment, replacement, or vacancy of a Board member or Board Officer occurs, for whatever reason, such vacancy shall be replaced by majority vote at a special election at a regular Board meeting.

D. Quorum of Board Meetings: A quorum for Board meetings shall consist of fifty percent (50%) {rounding down} of the Board being present. Board members shall not be allowed to have others substitute for them at meetings or have other Board members vote on their behalf by proxy. Proxy votes are prohibited. Board members may participate and vote in Board meetings by telephone conference, video conference or other similar electronic means so long as there is a quorum of the Board physically present at the meeting and everyone who participates in a meeting by the electronic communications as described herein must be able to simultaneously hear each other during the meeting. If a member can hear and talk to everyone participating in the meeting they shall be considered present at the meeting and they shall have all voting rights as if they were physically present. If a Board member cannot hear and talk to everyone participating in the meeting, that member shall not be allowed to participate in the meeting.

E. Robert's Rules of Order Newly Revised. Except as otherwise provided in the Articles of Incorporation or these Bylaws, the current edition of *Robert's Rules of Order Newly Revised* shall govern the conduct and deliberations of the meetings of the Board of Directors and committees.

Article III Officers

The officers of the MPDCM&M shall be a President, a Vice President, a Secretary, and a Treasurer and such other officers as the Board may appoint, who shall exercise such powers and perform such duties as determined by the Board. An individual may not hold more than one position as an officer/Board member at the same time.

A. President: Subject to the supervision of the Board, the President shall function as the Chief Executive Officer of the MPDCM&M. The President shall supervise and control the business and affairs of the MPDCM&M; shall disburse funds to vendors, donors, or others, as approved and directed by the Board; shall perform all duties incidental to the position of President; and shall perform such other duties as may be prescribed by the Board from time to time.

B. Vice President: The Vice President shall assist the President in any manner determined by the President, and in the absence of the President, the Vice President shall perform the duties of the President or such duties as prescribed by the Board.

C. Secretary: The Secretary shall keep, or ensure they are kept, minutes of all Board meetings in any appropriate format and shall be the custodian of the MPDCM&M records to include a copy of audit reports, copy of Board correspondence, etc. The Secretary will maintain the MPDCM&M's corporate seal and will perform the duties as prescribed by the Board or the President, and be responsible for the vote count for election of officers of the Board of Directors.

D. Treasurer: The Treasurer shall keep and file the financial accounts of the MPDCM&M; shall have custody of and be responsible for all funds and securities of the MPDCM&M; shall receive and issue receipts; shall deposit funds and securities in the name of the MPDCM&M in any federally insured bank or financial institution selected by the Board; shall give an account of the funds at each regular Board meeting or as directed by the Board; shall perform such other duties as may be assigned by the President and/or the Board; and upon termination of his/her tenure, shall give a final accounting of all MPDCM&M funds or property and shall deliver to any successor all funds and/or properties of the MPDCM&M under his/her control. The Treasurer shall make and keep a record of all donations made to or by the MPDCM&M, to include the amount, the donor(s) and the basis for the donation. The Treasurer shall ensure that the financial records of the Foundation are timely prepared and accurate and that an annual written report is furnished to the Board.

E. Chairperson: This title of office shall be limited to the heads of committees.

F. Appointment of Officers: Should it be necessary to fill an Officer vacancy, the Board shall appoint an "interim" Officer from among its members until the next annual meeting. A person may not hold more than one office simultaneously.

Article IV Indemnification and Liability Limitation

Officers and Directors Liability Insurance: The MPDCM&M shall maintain one or more Officers and Directors liability insurance policies which cover losses of the MPDCM&M's funds or property caused by the actions of any MPDCM&M officer or Board member and which covers liability to any person or entity arising from the actions of the MPDCM&M and/or any MPDCM&M officer, Board member, or agent while engaged in the MPDCM&M's activity, including but not limited to any MPDCM&M meeting or other MPDCM&M sponsored event. The amount and coverage of any liability policy shall be set by the Board after consultation with insurance brokers.

Article V Committees

The Board or President, if authorized by the Board, may establish such committees as may be necessary or useful for the functioning of the MPDCM&M.

A committee shall be appointed for a specific purpose or project and shall remain in existence until the date established for its expiration, or until its dissolution by the President or the Board. There shall be a minimum of one Board member assigned by the President of the Board to a committee. A committee member must be from an organization approved by the Board. Committee members appointed shall bring a level of expertise to the committee.

A record shall be made by the Secretary of the existence, duties and authority of each committee, either in the minutes of the MPDCM&M meetings or in a resolution of the Board establishing the committee.

The President, with the approval of the Board, shall assign a chairperson for a committee.

Committees shall hold such meetings as are necessary and appropriate to fulfill their responsibilities and determined by the Chairperson. Committees shall submit interim progress reports as directed by the appointing authority and shall submit a final report signed by the members of the committee.

Committee members may be removed or replaced or added at the discretion of the appointing authority.

Article VI **Advisory Committee**

A volunteer Advisory Committee, as recommended and approved by the Board, shall be made up of not more than twelve (12) current or former city officials and/or business leaders to provide guidance on key issues such as policy and objectives, budgetary control, marketing strategy, resource allocations, and decisions involving large expenditures. The Advisory Committee is an advisory committee only and has no other authorities. Nothing shall prevent the Board from recommending and approving multiple Advisory Committees if deemed necessary. All recommendations to the Board shall be considered, but decisions of the Board are final. The following persons are examples of persons who may be invited to participate on an Advisory Committee:

- A. Current MPD Chief of Police;
- B. Former MPD Chiefs of Police;
- C. Washington, D.C. business community leaders;
- D. Washington, D.C. banking industry leaders;
- E. Persons or organizations with fund-raising, knowledge, skills and abilities;
- F. Anyone with other special skills or knowledge that would benefit the mission of the MPDCM&M;

G. The President of the Board of Directors or his/her designated representative shall attend all Advisory Committee meetings to coordinate and assist with their meetings.

Article VII
Contracts/Expenditures

The President and the Secretary, with prior approval of the Board, which may be on a continuing basis, may execute routine contracts and/or business related expenditures for goods or services necessary for the function of the MPDCM&M. Contracts or expenditures that exceed \$2,500.00 shall require prior approval of the Board at a regular Board meeting or a special Board meeting.

Article VIII
Loans

No loans or other indebtedness shall be contracted for on behalf of the MPDCM&M and no evidence of indebtedness shall be issued by any Board member or Officer of the MPDCM&M unless first authorized by resolution of the Board following notice made at a previous Board meeting relative to the proposal. No loan shall be made by the MPDCM&M to any Director or Officer of the Foundation.

Article IX
Checks and Drafts

A. Checks will be prepared and issued by the President and/or any other individual approved by the Board. The President and/or any other individual approved by the Board to prepare checks shall consult with the Treasurer prior to writing a check to ensure funds are available for the intended purpose.

B. All checks, drafts or other orders of payment of money, notes, or other evidence of indebtedness issued in the name of the MPDCM&M shall require the signature of the President or his/her designee.

C. Once a decision is made to write a check made payable to a person or business, the person signing the check on behalf of the MPDCM&M shall ensure a copy of the check and a receipt or invoice related to the transaction is delivered thereafter to the Treasurer as soon as practical before the next board meeting following the date of the transaction.

Article X
Annual Audit/Annual Audit Review

An Annual Audit or Annual Audit Review is required annually in February. The MPDCM&M will have a properly constituted Audit Committee. The Audit Committee will report at least annually to the Board. An audit is required upon transfer of Treasurer duties from one person to another. In all instances, the Board will determine the type of audit required.

A. Annual Audit: conducted by an independent accounting firm/CPA that will examine financial statements. The independent accounting firm will conduct its audit in accordance with generally accepted accounting and auditing standards. The auditors will examine financial statements and internal control assessment and report on their examination and recommendations for changes in the financial statements, reporting practices or internal controls. This report will be provided directly to the Audit Committee and the Board.

B. Annual Audit Review:

1. conducted by an Audit Review Committee. The Committee should consist of at least two or more members, none of whom have acted as Treasurer, bookkeeper and/or any person keeping the records of entry during the year being audited. The appointed Chairperson shall identify the person(s) best suited to handle the auditing task. Audit Review Committee members should be familiar with financial reporting and/or bookkeeping. The Treasurer is encouraged to be present at the Committee meetings; however, as a minimum, the Treasurer must be available to answer questions and to provide any documents and records requested by the Audit Review Committee members. Upon completion of the Audit Review, a written letter documenting the Committee's findings and recommendations must be prepared and signed by the Audit Review Committee members. This report will be provided directly to the Audit Committee and the Board.

2. as a minimum, the Audit Review must consist of the following:
- a. Random review of accounts payable records, invoices and receipts
 - b. Random review of vendor invoices
 - c. Random review of bank/credit union statements
 - d. Random review of cash receipts, checks received and deposits
 - e. Random review of Treasurer's monthly/quarterly reports
 - f. Random review of meeting minutes to verify expenses had prior votes of approval by the Board

Article XI
Criteria for Inclusion on the Memorial

The criteria for inclusion of a name on the Memorial are considered part of the Bylaws and are set forth as follows:

A. For the purpose of qualifying to be included on the Memorial, the deceased officer must:

- 1. have been acting under color-of-law; and
- 2. was a sworn police officer of the MPD whose death is ruled by the Chief of Police as died "in-the-line-of-duty"; and
- 3. be recommended to the Board for approval by the Chief of Police.

B. The Board reviews the facts surrounding the death and based on the above criteria of these Bylaws grants approval or denial.

Article XII
Design and Placement Criteria

For the purposes of determining the location, placement, design and other substantive physical attributes of the Memorial, the Board has the authority to make any final decision.

Article XIII
Museum

The President shall develop a Memorandum of Agreement (MOA) that shall be approved by the Board and submitted to the Chief of Police for final agreement. The Board shall select and appoint a Director of Museum Operations. The duties and responsibilities of the Director of Museum Operations shall be described in a Policy and Procedures Manual that shall include operational procedures of the Museum.

Article XIV
Fiscal Year

The fiscal year of the MPDCM&M shall begin on the first day of January and end on the last day of December.

Article XV
Corporate Seal

The corporate seal of the MPDCM&M shall be circular, inscribed with the name of the MPDCM&M, the jurisdiction of the MPDCM&M, the year of incorporation and the words "Corporate Seal".

Article XVI
Amendments

These Bylaws may be altered, amended or repealed and/or new Bylaws adopted by a simple majority vote of the Board at any meeting, provided written notice of proposed action is included in the notice of said meeting.

Article XVII
Termination of Fund/Dissolution Provision

Upon dissolution or final liquidation of the MPDCM&M, the Board shall, after paying or making provisions for the payment of all lawful debts and liabilities of the MPDCM&M, distribute all assets of the MPDCM&M within thirty (30) days to an organization(s) recognized as exempt from Federal Income Tax under IRS Code 501(c)(3) and/or to one or more regularly organized and qualified charitable, education, or scientific organizations to be selected by the Board of Directors. Upon termination of the MPDCM&M, all assets of the MPDCM&M shall be paid and/or distributed to persons or organizations originally intended to benefit from the operation of the MPDCM&M in conformance with applicable IRS and District of Columbia laws and

regulations governing such distributions of assets of charitable organizations, Title 29, Chapter 4 of D.C. Code. In addition, no assets of the MPDCM&M shall be paid or distributed to or for the benefit of any Director, Officer or employee of the MPDCM&M or any person or organization related to any Director, Officer or employee of the MPDCM&M.

Article XVIII
Guidelines for the MPDCM&M Name and Logo Usage

A. The MPDCM&M seeks to promote a unified organization and brand awareness by limiting use of the MPDCM&M logo. As part of the standardization process, an organization or individual(s) must use the logo in accordance with the style guide and approved by the Board of MPDCM&M. The requesting organization or individual(s) should refer to the logo style guideline for details on colors and variations available for promotional use of the logo. A requesting organization or individual(s) is further prohibited from making any changes, alterations, or modifications to the trademark and logo of the MPDCM&M logo unless prior approval is granted by the MPDCM&M Board in writing.

B. An organization or individual can enter into an affiliation agreement with the MPDCM&M and be granted a limited license to use the name, trademark, and logo of the MPDCM&M. This limited license is subject to the terms and conditions hereinafter set forth, and as further amplified from time to time by the MPDCM&M's promulgation of rules and regulations. All contemplated uses of the name, trademark, and logo of the MPDCM&M will be provided to the MPDCM&M Board for review and approval.

C. Any organization or individual(s) requesting use of the name and logo of the MPDCM&M must understand and agree to the condition of this grant of nonexclusive license that they/he/she shall utilize the MPDCM&M logo as outlined in these Bylaws. It is a condition to the granting of the nonexclusive license by the MPDCM&M that the organization or individual(s) acknowledges the value and goodwill of the name, trademark and logo of the MPDCM&M and agrees not to use same or its own variation in any manner that would adversely reflect on the MPDCM&M. The organization or individual(s) is further prohibited from making any changes, alterations, or modifications to the trademark and logo of the MPDCM&M.

D. The grant of license for the organization or individual(s) to use the name, trademark and logo of the MPDCM&M is terminable at the discretion of the MPDCM&M Board at any time. Such termination shall be deemed effective immediately upon notice.

Article XIX
President's Contingency Fund

The President is hereby authorized to spend an amount not to exceed \$1,000 in a single instance for the procurement/purchase of any supplies, materials or services without prior Board approval, provided the procurement is deemed an emergency by the President and necessary to fulfill an immediate need consistent with the mission of the Project. In the event a procurement or purchase is necessary and the total cost is greater than \$1,000, the President shall seek Board approval prior to a decision to procure. The funds expended under this authority shall not exceed

\$2,500 per calendar month without express approval by the Board. All funds spent by the President pursuant to this authority shall be reported to the Board no later than the next Board meeting following the procurement and shall include a receipt with a notation thereon or attached thereto of the rationale for the expenditure.

Article XX
Financial Ethics and Accountability

A. The Board, as the custodian of charitable contributions to the MPDCM&M recognizes its responsibility to assure that funds received and spent are used to further its mission and to safeguard the resources of the organization.

B. In order to uphold the highest standards and assure the integrity, honesty and reputation of the entire MPDCM&M, the Board agrees to comply with a code of financial ethics and accountability and related financial reporting and management practices. To this end, Board members shall sign a Code of Conduct/Ethics form each fiscal year not later than each annual meeting or when there are any changes to the Board to affirm their commitment to MPDCM&M.

C. Whistleblower Protection: Any member witnessing illegal, unethical, or conduct which they perceive to be in breach of the fiduciary duty of this organization to its supporters, may report same without fear of retaliation or retribution. If anyone witnesses such conduct, the incident shall be reported to the President or to the Vice President if it involves the President.

D. Conflict of Interest: The Board has adopted a conflict of interest policy governing the Board officers and Board members. A conflict of interest arises when a Board officer or Board member is influenced by personal considerations, including but not limited to, financial considerations in the course of performing work for the MPDCM&M. All Board members shall disclose any activity or relationship, which may be perceived as a conflict of interest, and a record of that disclosure should be maintained.

E. Document Retention and Destruction Policy: The Board will identify and record the retention requirements that are legally mandated. No document that is involved in any form of investigation, or official inquiry, or any bankruptcy proceeding shall be destroyed, altered or falsified in any manner whatsoever. Documents shall be categorized into the categories of "general," "financial," "governance," "grants," "human resources," "legal," "marketing," and "operations." Articles of Incorporation, any legal governing state and/or local documents relating to the formation and existence of the organization, IRS reports, minutes, tax returns, worksheets, and depreciation schedules shall be retained indefinitely. Other financial reports shall be retained for seven years. All other records pertaining to the day-to-day operation and governance shall be retained for a minimum of five years, with additional time periods being specified as may be required by legal or accounting advisors. The Board shall have a destruction policy that will include who shall make the decision pertaining to the destruction of documents as necessary.


F. Certification of IRS Forms 990: The Board Treasurer shall sign IRS Forms 990 to attest to its accuracy and completeness of its contents. The financial statements and IRS Forms

990 shall not contain any untrue material statements or facts and shall not be misleading in their representation. IRS Forms 990 shall be made available to the public upon request and approved by the Board.

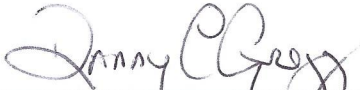
These Bylaws were adopted by the Washington, DC Metropolitan Police Memorial and Museum, Inc. Board of Directors at a meeting of the Board on April 10, 2019 and supersede and replace any and all past or previous Bylaws of this organization:



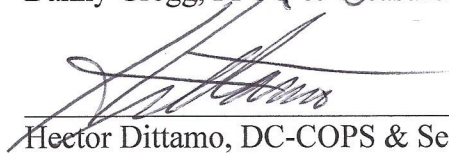
Don Blake, President



Bob Arscott, AORP & Vice President



Danny Gregg, PFCU & Treasurer



Hector Dittamo, DC-COPS & Secretary

*September 8, 2016
Amended March 13, 2019
Amended April 10, 2019*