

**INITIAL CORPORATE RESOLUTIONS  
of  
PUBLIC SAFETY CADETS  
A Virginia Nonstock Corporation**

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The initial directors of the Public Safety Cadets (the "Corporation"), a nonstock, nonprofit corporation organized under the laws of the Commonwealth of Virginia, adopt the following organizational resolutions:

RESOLVED, that all actions taken by the Incorporators and agents in connection with the organization of the Corporation be, and they are hereby, ratified and approved; and

FURTHER RESOLVED, that the individuals listed on the attached shall serve as directors and officers of the Corporation until their respective successors are duly qualified and elected in accordance with the Bylaws of the Corporation; and

FURTHER RESOLVED, that the attached Bylaws are approved and shall be adopted as the Bylaws of the Corporation; and

FURTHER RESOLVED, that the attached Conflict of Interest Policy is approved and shall be adopted as a policy of the Corporation; and

FURTHER RESOLVED, that the officers of the Corporation are authorized to open a bank account or accounts with such bank(s) as they shall deem desirable, for and in the name of the Corporation; and

FURTHER RESOLVED, that the designated representatives of the Corporation are hereby authorized and directed, on behalf of the Corporation, to prepare an application for federal income tax exemption and/or such other documents and agreements related to the operation of the Corporation.

*By Brent A. Jeffries  
in his capacity as President  
of Public Safety Cadets*

9/13/2018

Attest

Date

## Conflict of Interest Policy

This Conflict of Interest Policy of the Public Safety Cadets (“Organization”): (1) defines conflicts of interest; (2) identifies classes of individuals within the Organization covered by this policy; (3) facilitates disclosure of information that may help identify conflicts of interest; and (4) specifies procedures to be followed in managing conflicts of interest.

- 1. Definition of conflicts of interest.** A conflict of interest arises when a person in a position of authority over the Organization may benefit financially from a decision he or she could make in that capacity, including indirect benefits such as to family members or businesses with which the person is closely associated. This policy is focused upon material financial interest of, or benefit to, such persons.
- 2. Individuals covered.** Persons covered by this policy are the Organization’s officers, directors, and Chief Executive Officer (if any).
- 3. Facilitation of disclosure.** Persons covered by this policy will annually disclose or update to the President (or in the case of the President, the Treasurer) on a form provided by the Organization their interests that could give rise to conflicts of interest, such as a list of family members, substantial business or investment holdings, and other transactions or affiliations with businesses and other organizations or those of family members.
- 4. Procedures to manage conflicts.** For each interest disclosed to the President (or Treasurer), the President (or Treasurer) will determine whether to: (a) take no action; (b) assure full disclosure to the Board of Directors and other individuals covered by this policy; (c) ask the person to recuse from participation in related discussions or decisions within the Organization; or (d) ask the person to resign from his or her position in the Organization or, if the person refuses to resign, become subject to possible removal in accordance with the Organization’s removal procedures. The Organization’s President and Treasurer will monitor proposed or ongoing transactions for conflicts of interest and disclose them to the Board of Directors in order to deal with potential or actual conflicts, whether discovered before or after the transaction has occurred.

## ATTACHMENT

### **Directors:**

Kent A. Jefferies  
Michael K. Todd  
Roger E. (Ted) Arnn  
Kevin L. Parsons  
Robert L. Tompkins  
David J. Constantineau  
Veidols Muiznieks  
Michael J. Prout  
Michael G. Mastronardy

### **Officers:**

**President** – Kent A. Jefferies  
**Vice President** – Kevin L. Parsons  
**Secretary** – Michael K. Todd  
**Treasurer** – Robert L. Tompkins