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Form **990-PF**
 Department of the Treasury
 Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Trust Treated as Private Foundation
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OMB No 1545-0052
2015
Open to Public Inspection

For calendar year 2015, or tax year beginning 07-01-2015 , and ending 06-30-2016

Name of foundation GLOBAL SOF FOUNDATION		A Employer identification number 46-3930409
Number and street (or P O box number if mail is not delivered to street address) 3690 W GANDY BLVD 140	Room/suite	B Telephone number (see instructions) (813) 530-5184
City or town, state or province, country, and ZIP or foreign postal code TAMPA, FL 33611		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 902,131	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		Revenue and expenses per books (a)	Net investment income (b)	Adjusted net income (c)	Disbursements for charitable purposes (d) (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	2,162	2,162	2,162	
	4 Dividends and interest from securities				
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10 _____				
	b Gross sales price for all assets on line 6a _____				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	919,156		919,156		
12 Total. Add lines 1 through 11	921,318	2,162	921,318		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	287,444		183,155	104,289
	14 Other employee salaries and wages	51,599		46,249	5,350
	15 Pension plans, employee benefits	31,138		21,069	10,069
	16a Legal fees (attach schedule).				
	b Accounting fees (attach schedule).				
	c Other professional fees (attach schedule)	3,282		3,282	
	17 Interest				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	3,814		3,814	
	21 Travel, conferences, and meetings	199,762		87,364	112,398
22 Printing and publications	13,098		8,930	4,168	
23 Other expenses (attach schedule).	114,449		91,164	23,285	
24 Total operating and administrative expenses. Add lines 13 through 23	704,586	0	445,027	259,559	
25 Contributions, gifts, grants paid	0			0	
26 Total expenses and disbursements. Add lines 24 and 25	704,586	0	445,027	259,559	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	216,732				
b Net investment income (if negative, enter -0-)		2,162			
c Adjusted net income (if negative, enter -0-)			476,291		

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	223,910	239,803	239,803
	2 Savings and temporary cash investments	401,441	603,604	603,604
	3 Accounts receivable ▶ <u>50,255</u> Less allowance for doubtful accounts ▶ _____	80,000	50,255	50,255
	4 Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions).			
	7 Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges		8,469	8,469
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)			
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15 Other assets (describe ▶ _____)				
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	705,351	902,131	902,131	
Liabilities	17 Accounts payable and accrued expenses		16,930	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule).			
	22 Other liabilities (describe ▶ _____)	10,499	13,649	
	23 Total liabilities (add lines 17 through 22)	10,499	30,579	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	694,852	871,552	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds				
30 Total net assets or fund balances (see instructions)	694,852	871,552		
31 Total liabilities and net assets/fund balances (see instructions)	705,351	902,131		

Part III Analysis of Changes in Net Assets or Fund Balances			
1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	694,852
2	Enter amount from Part I, line 27a	2	216,732
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	911,584
5	Decreases not included in line 2 (itemize) ▶ _____	5	40,032
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	871,552

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	2
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)
If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2014	573,686	510,727	1 123273
2013	88,351	72,143	1 224665
2012			
2011			
2010			

2 Total of line 1, column (d).	2 2 347938
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3 1 173969
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5.	4 791,685
5 Multiply line 4 by line 3.	5 929,414
6 Enter 1% of net investment income (1% of Part I, line 27b).	6 22
7 Add lines 5 and 6.	7 929,436
8 Enter qualifying distributions from Part XII, line 4.	8 259,559

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

Table with 11 rows for excise tax calculation. Includes sub-rows 1a-1c, 2, 3, 4, 5, 6a-6d, 7, 8, 9, 10, 11. Total amount owed and refunded are shown in row 11.

Part VII-A Statements Regarding Activities

Table with 10 rows of activity statements (1a-10) and Yes/No columns. Includes questions about political campaigns, expenditures, and reporting requirements.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>HTTP //GLOBALSOFFOUNDATION.ORG/</u>	13	Yes	
14 The books are in care of ► <u>MEAGHAN KEELER-PETTIGREW</u> Telephone no ► <u>(813) 530-5184</u> Located at ► <u>3690 W GANDY BLVD 140 TAMPA FL</u> ZIP+4 ► <u>33611</u>			
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here			<input type="checkbox"/>
and enter the amount of tax-exempt interest received or accrued during the year	15		
16 At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ►			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a During the year did the foundation (either directly or indirectly)			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		No
Organizations relying on a current notice regarding disaster assistance check here. ► <input type="checkbox"/>			
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015?	1c		
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a At the end of tax year 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____			
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____			
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If "Yes," did it have excess business holdings in 2015 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2015</i>).	3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?	4b		No

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (Continued)

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No **5b**

Organizations relying on a current notice regarding disaster assistance check here.

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No

If "Yes," attach the statement required by Regulations section 53.4945–5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No **6b** **No**

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
STUART BRADIN 6316 SORATRACE STREET LITHIA, FL 33547	PRESIDENT & 60 00	152,625	0	0
MEAGHAN KEELER-PETTIGREW 2741 2ND AVENUE NORTH ST PETERSBURG, FL 33713	COO 50 00	134,819	0	0
KEENAN YOHO 663 SARANAC DRIVE WINTER SPRINGS, FL 32708	VICE PRESIDE 10 00	0	0	0
BRUCE PARKMAN 1305 WILDFLOWER LANE WOODLAND PARK, CO 80863	CHAIRMAN 1 00	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
NONE				

Total number of other employees paid over \$50,000.

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

Part VIII

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services. ▶

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
<p>1 DOMESTIC AND GLOBAL SYMPOSIUMS, MEETINGS, AND RECEPTIONS FEATURING SPEAKERS, EXHIBITORS AND NETWORKING OPPORTUNITIES PRIMARY EVENTS 1 FEBRUARY 2016 THREE DAY EVENT AT INNISBROOK RESORT IN FLORIDA THE SECOND ANNUAL GLOBAL SOF SYMPOSIUM BROUGHT TOGETHER THE INTERNATIONAL SPECIAL OPERATIONS COMMUNITY, PROMINENT NATIONAL MEDIA FIGURES AND FOREIGN DIGNITARIES TO DISCUSS CRITICAL ISSUES FACING SPECIAL OPERATIONS' EFFECTIVENESS, CUTTING-EDGE TECHNOLOGIES, POLICY AND STRATEGY, AND INTEROPERABILITY AS WELL AS OVERALL HOMELAND SECURITY AND GLOBAL TERRORISM OVER 450 ATTENDEES PARTICIPATED FROM 28 COUNTRIES 2 NOVEMBER 18, 2015 ANNUAL GLOBAL SOF FOUNDATION'S NATIONAL CAPITAL REGION RECEPTION AT RITZ CARLTON, ARLINGTON, VIRGINIA OVER 300 ATTENDEES FROM AT LEAST 16 DIFFERENT COUNTRIES FOR RECEPTION TO BRING TOGETHER THE SPECIAL OPERATIONS COMMUNITY IN THE WASHINGTON, DC AREA ASSISTANT SECRETARY OF DEFENSE FOR SPECIAL OPERATIONS, MICHAEL LUMPKIN, DISCUSSED LOW-INTENSITY CONFLICT AND OTHER SPEC</p>	452,669
<p>2 MEMBERSHIP, OUTREACH, OTHER PROGRAMS THE FOUNDATION MAINTAINED ITS WEBSITE AND DATABASE, WHICH IS USED TO HOUSE AN ONLINE MEMBERSHIP DIRECTORY, PUBLISH EDUCATIONAL PAPERS, NEWSLETTERS, ETC THAT HIGHLIGHT ISSUES OF CONCERN TO ITS MEMBERSHIP AND THE LARGER NATIONAL SECURITY COMMUNITY OF INTEREST PROVIDES ACCESS TO FORUMS, WORKSHOPS, AND OTHER PROGRAMS, TASK FORCES, SPECIAL INTEREST AND WORKING GROUPS</p>	107,334
<p>3 SPECIAL OPERATIONS FOR LIFE - PROVIDES A PLATFORM OF MUTUALLY SUPPORTING AND NETWORKED NON-GOVERNMENTAL PROGRAMS THAT ENABLE SPECIAL OPERATIONS PERSONNEL TRANSITIONING FROM MILITARY SERVICE TO CIVILIAN EMPLOYMENT</p>	61,084
<p>4</p>	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
<p>1 N/A</p>	
<p>2</p>	
<p>All other program-related investments See instructions</p>	
<p>3</p>	

Total. Add lines 1 through 3 ▶

Part X Minimum Investment Return

(All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	0
b	Average of monthly cash balances.	1b	734,379
c	Fair market value of all other assets (see instructions).	1c	69,362
d	Total (add lines 1a, b, and c).	1d	803,741
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	803,741
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	12,056
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	791,685
6	Minimum investment return. Enter 5% of line 5.	6	39,584

Part XI Distributable Amount

(see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part.)

1	Minimum investment return from Part X, line 6.	1	
2a	Tax on investment income for 2015 from Part VI, line 5.	2a	
b	Income tax for 2015 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	259,559
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	259,559
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	259,559

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.				
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2015				
a From 2010.				
b From 2011.				
c From 2012.				
d From 2013.				
e From 2014.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ \$ <u>259,559</u>				
a Applied to 2014, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2015 distributable amount.				
e Remaining amount distributed out of corpus	259,559			
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	259,559			
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2014 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).				
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2011.				
b Excess from 2012.				
c Excess from 2013.				
d Excess from 2014.				
e Excess from 2015.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, enter the date of the ruling. . . . ▶

b Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2015	(b) 2014	(c) 2013	(d) 2012	
39,584	25,536	3,607		68,727
33,646	21,706	3,066		58,418

b 85% of line 2a

259,559	573,686	88,351		921,596
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c Qualifying distributions from Part XII, line 4 for each year listed

--	--	--	--	--

d Amounts included in line 2c not used directly for active conduct of exempt activities

--	--	--	--	--

e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c

259,559	573,686	88,351		921,596
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3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test—enter

--	--	--	--	--

(1) Value of all assets

--	--	--	--	--

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

--	--	--	--	--

b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.

26,389	17,024	2,405		45,818
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c "Support" alternative test—enter

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(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

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(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).

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(3) Largest amount of support from an exempt organization

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(4) Gross investment income

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Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or email address of the person to whom applications should be addressed

b The form in which applications should be submitted and information and materials they should include

c Any submission deadlines

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV Supplementary Information(continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Total ▶ 3a				
b <i>Approved for future payment</i>				
Total ▶ 3b				

TY 2015 Other Decreases Schedule**Name:** GLOBAL SOF FOUNDATION**EIN:** 46-3930409

Description	Amount
PRIOR YEAR NET ASSET CORRECTION	40,032

TY 2015 Other Expenses Schedule**Name:** GLOBAL SOF FOUNDATION**EIN:** 46-3930409

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
ADVERTISING & MARKETING	76,959		56,388	20,571
SOF FOR LIFE	15,353		15,353	
OFFICE SUPPLIES	9,860		8,091	1,769
DATABASE MGMT PROGRAM	5,330		5,330	
OUTREACH	2,416		2,416	
MERCHANT FEES	1,790		1,790	
POSTAGE AND DELIVERY	1,648		703	945
BUSINESS INSURANCE	1,016		1,016	
OTHER OFFICE EXPENSES	77		77	

TY 2015 Other Income Schedule**Name:** GLOBAL SOF FOUNDATION**EIN:** 46-3930409

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
CORPORATE PARTNER REVENUE	691,046		691,046
INDIVIDUAL MEMBER REVENUE	35,000		35,000
EVENT SPONSORSHIP	69,255		69,255
EVENT REGISTRATION	123,855		123,855

TY 2015 Other Liabilities Schedule**Name:** GLOBAL SOF FOUNDATION**EIN:** 46-3930409

Description	Beginning of Year - Book Value	End of Year - Book Value
CREDIT CARD PAYABLE	10,499	13,649

TY 2015 Other Professional Fees Schedule**Name:** GLOBAL SOF FOUNDATION**EIN:** 46-3930409

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER PROFESSIONAL FEES	3,282		3,282	

**AMENDED AND RESTATED BYLAWS
OF THE
GLOBAL SPECIAL OPERATIONS FORCES FOUNDATION CORPORATION**

EIN: 46-3930409

The basic charter of the Global Special Operations Forces (SOF) Foundation (“**GSF**” or “**Foundation**”) is under the terms of this certificate. Under the present bylaws, no military personnel on active duty may serve on the Foundation’s board of directors as a voting member. The GSF is not a part of the United States government.

**ARTICLE 1
NAME AND LOCATION**

1.1 **Name.** The foundation shall be known as the “Global Special Operations Forces (SOF) Foundation.”

1.2 **Location.** The principal office of the Foundation will be located in Tampa, Florida. The Foundation may also maintain offices at such other places as its board of directors (the “**Board**”) may, from time to time, determine.

**ARTICLE 2
AIMS AND OBJECTIVES**

The Foundation’s aims and objectives are as follows:

- (1) Educate policy and decision makers on the roles, responsibilities and capabilities of SOF
- (2) Identify new technologies and concepts that advance the capabilities of SOF
- (3) Serve as a convener and advocate for the SOF community around the world
- (4) Consolidate the efforts of all who support SOF as an indispensable instrument of national and global security
- (5) Inform the public on the role of SOF in national and global security and the development of SOF globally
- (6) Promote greater recognition of SOF and to advocate policies that will advance the well-being and opportunities of those who pursue a military career in SOF
- (7) Preserve and foster the spirit of fellowship among all of the SOF foundations, charities, and associations, and to provide an organization through which they may unite in bonds of comradeship and in the pursuit of mutual interests

- (8) Commemorate the memory of those who gave their lives in service to their nation
- (9) Produce professional publications and content focused on SOF and its role in global security

ARTICLE 3 MEMBERSHIP

3 1 Types of Membership

(a) Each natural person who joins the Foundation will be considered an “**Individual Member**”

(b) Each business entity or other form of organization that joins the Foundation will be considered a “**Corporate Partner.**” There will be the following types of Corporate Partner

- (1) Any Corporate Partner may join the Foundation as a “**Sustaining Partner,**” “**Strategic Partner,**” or “**Founding Partner.**” This includes a partnership, corporation, limited liability company, or other commercial entity, a professional association, consortium, foundation, membership organization, joint venture, user group, or other formal or informal affiliation of individuals or entities, a university or college department, or any other educational institution, including a primary or secondary school, museum, science center, or training facility
- (2) A Corporate Partner may join the Foundation as a “**Small Business Partner**” only if it meets the Small Business Administration’s standards for size based upon annual revenue in its respective North American Industry Classification System (NAICS) classification code (As of this writing, the upper limit for annual revenue is \$38.5 million) A “**Patron Small Business Partner**”, in contrast, exceeds the upper limit of annual revenue set by the Small Business Administration, but is considered small in the personnel-based NAICS codes (The highest level currently being 1,500 personnel)
- (3) A university or college department, or any other non-profit educational institution, including a primary or secondary school, museum, science center, or training facility, may join as an “**Academic Partner**”

(c) Unless context indicates otherwise, the general term “**Member**” includes Individual Members and Corporate Partners

3 2 Conditions for Membership

(a) Any person or organization having an interest in the Foundation’s goals and values may become a Member of the Foundation after all of the following have occurred

- (1) submission of a written or online application in such form as may be required from time to time by the Foundation,
- (2) payment of the initial fee required for the first year of membership or partnership applicable to the desired category, as may be amended from time to time by the Board, and
- (3) receipt of notification from the Foundation of its acceptance of such application

(b) Each Corporate Partner must also agree, as a condition of Foundation membership, not to grant access to the enjoyment of the Foundation's benefits, including access to proprietary information of the Foundation, to members of the Corporate Partner without the express consent of the Foundation

(c) The Foundation reserves the right to accept or reject any application at its sole discretion without providing any explanation or justification for its decision

3.3 **Benefits of Membership.** Each Member in good standing is entitled to benefits, rights, privileges, and powers according to the category to which such Member then belongs

(a) **Individual Members.** Each Individual Member shall be entitled to attend the Foundation's symposia, workshops, outreach and sponsorship programs at Member-only rates and to receive newsletters and access to electronic media intended for regular distribution to its members. Each Individual Member shall also be entitled to participate in subcommittees, task forces, special interest groups, and working groups of the Foundation through invitation by the responsible committee chairman

(b) **Small Business Partner.** Each Small Business Partner shall be entitled to enjoy all the rights and privileges of Individual Members. Small Business Partners shall also be entitled to designate one voting Small Business Advisory Committee representative (and one alternate) and one non-voting representative on one of the Outreach, Capabilities, or Programming Committees, thus participating in appropriate subcommittees, task forces, special interest groups, and working groups as the committees' policies and procedures may from time to time permit, and thereby to participate in the review of the Foundation's outreach and capability programs, to observe closely the Foundation's technology programs, and to participate in discussions relating to Small Business affairs. Each Small Business Partner shall be entitled to name three Individual Members under its corporate membership and to receive two complimentary admission to two Global SOF Symposia per calendar year. Each Small Business Partner shall be entitled to access to the SOF for Life resume database

(c) **Patron Small Business Partner.** Each Small Business Partner shall be entitled to enjoy all the rights and privileges of Individual Members. Patron Small Business Partners shall also be entitled to designate one voting Small Business Advisory Committee representative (and one alternate) and one voting representative on one of the Outreach or Capabilities

Committees, thus participating in appropriate subcommittees, task forces, special interest groups, and working groups as the committees' policies and procedures may from time to time permit, and thereby to participate in the review of the Foundation's outreach and capability programs, to observe closely the Foundation's technology programs, and to participate in discussions relating to Small Business affairs. Each Patron Business Partner shall be entitled to name five Individual Members under its corporate membership and to receive three complimentary admissions to two Global SOF Symposia per calendar year. Each Patron Small Business Partner shall be entitled to access to the SOF for Life resume database.

(d) **Sustaining Partners.** Each Sustaining Partner shall be entitled to enjoy all the rights and privileges of Individual Members. Each Sustaining Partner shall also be entitled to designate one voting representative (and one alternate) to participate in each of the Outreach and Capabilities Committees, as well as a non-voting representative on the Programming Committee, and in such subcommittees, task forces, special interest groups, and working groups as the committees' policies and procedures may from time to time permit, and thereby to influence and contribute to the Foundation's capability programs, and to participate in discussions relating thereto. Each Sustaining Partner shall be entitled to name eight Individual Members under its corporate membership and to receive five complimentary admissions to two Global SOF Symposia per calendar year. Each Sustaining Partner shall be entitled to access to the SOF for Life resume database.

(e) **Strategic Partners.** Each Strategic Partner shall be entitled to enjoy all the rights and privileges of Sustaining Partners and to enter into an agreement with the Foundation by which the Strategic Partner shall work closely with the Foundation's Corporate Partners and staff to create special programs designed to enhance the Foundation's effectiveness in selected areas of the Foundation's operations. Each Strategic Partner shall also be entitled to designate one voting representative (and one alternate) to participate in the Programming Committee (either of whom may be the same individual serving as the Strategic Partner's voting Outreach or Capabilities Committee representative), and in such of subcommittees, task forces, special interest groups, and working groups as the Programming Committee's policies and procedures may from time to time permit, and thereby to influence and contribute to the Foundation's strategic planning and management process. Each Strategic Partner shall be entitled to name ten Individual Members under its corporate membership and to receive six complimentary admissions to two Global SOF Symposia per calendar year. Each Strategic Partner shall be entitled to access to the SOF for Life resume database.

(f) **Founding Partners.** Founding Partners are a small, limited number of individuals and organizations that provide direction and guidance for the Foundation. Founding Partners shall be entitled to enjoy all rights and privileges of Strategic Partners. Each Founding Partner shall also be entitled to designate one voting representative (and one alternate) to participate in the Strategic Advisory Committee (either of whom may be the same individual(s) serving as the Strategic Partner's Outreach, Capabilities, or Programming Committee representative). The voting member of the Strategic Advisory Committee is eligible to

participate in the Strategic Advisory Committee and in any of its subcommittees, task forces, special interest groups, and working groups as the Strategic Advisory Committee's policies and procedures may from time to time permit, and thereby to play an active role in setting the direction of the Foundation's activities and programs. Each Founding Partner shall be entitled to name fifteen Individual Members under its corporate membership and to receive eight complimentary admissions to two Global SOF Symposia per calendar year. Each Founding Partner shall be entitled to access to the SOF for Life resume database.

(g) **Academic Partners.** Each Academic Partner shall be entitled to enjoy all the rights and privileges of Individual Members. Academic Partners shall also be entitled to designate one voting representative (and one alternate) on the Outreach Committee, thus participating in appropriate subcommittees, task forces, special interest groups, and working groups as the committees' policies and procedures may from time to time permit, and thereby to participate in the review of the Foundation's outreach programs. Each Academic Partner shall be entitled to name twenty-five Individual Members under its corporate membership and to receive two complimentary admissions to two Global SOF Symposia per calendar year. Each Academic Partner shall be entitled to access to the SOF for Life resume database.

3.4 **Terms of Membership.** Membership in the Foundation shall remain in force so long as the Member maintains current status by the payment of dues as prescribed by the Board and whose conduct does not bring discredit to the Foundation. The Board, in its sole discretion, may also make provision for continuing the partnership of any Member in the field, at sea, in enemy hands, or otherwise isolated, on such terms as shall be just and equitable.

3.5 **Transfer of Membership.** No Member may assign or transfer membership in the Foundation except upon the President and CEO's recommendation and the Board's approval.

3.6 **Good Standing; Deprivation or Suspension of Membership.**

(a) Once admitted, a Member shall remain in good standing, provided the Member (i) continues to support the Foundation's goals and values, (ii) pays all dues and fees, together with any applicable penalties for late payment, within the prescribed time period, and (iii) meets all other conditions for membership/partnership as may be determined by the Board from time to time.

(b) Notwithstanding the foregoing, any Member may be deprived of membership or partnership or suspended if the President and CEO determines that the Member has acted in such a way as to materially harm the Foundation's reputation, activities, or property, or has otherwise interfered or attempted to interfere with the Foundation's activities and programs, provided, however, that the deprivation or suspension is first approved by the Board, and provided further, however, that no such deprivation or suspension of membership or partnership shall be effective unless

- (1) The Member is given notice of the proposed deprivation or suspension and of the reasons thereof at least 30 days prior to the effective date thereof,
- (2) Such notice is delivered personally or electronic mail, and
- (3) Such notice sets forth a procedure determined by the Board whereby the Member is given the opportunity to be heard, either orally (and represented by counsel if the Member so desires) or in writing, not less than five days before the effective date of the proposed deprivation or suspension

(c) No Member so suspended or deprived of membership/partnership shall be entitled to a refund of any annual dues, fees, and/or penalties already paid

3 7 **Resignation.** A Member may resign at any time and for any reason by sending a certified letter or electronic mail to the President and CEO stating the intent to resign Any Member not wishing to be subject to any amendment to these bylaws may avoid the effect of such amendment by resigning prior to the effective date of such amendment In all instances of resignation, any annual dues, fees, and/or penalties already paid shall not be refundable, and the resigning Member shall remain liable for any unpaid amounts

3 8 **Dues and Fees.** The President and CEO, with the approval of the Board, shall determine the required fees and dues on an annual basis as part of the Foundation's business planning process Any such change shall be effective with respect to each Member only upon the expiration of such Member current membership/partnership period A late payment penalty of one and one-half percent per month shall be imposed on any amount due but unpaid after 30 days If a Member is more than 90 days in arrears with regard to dues or fees owed to the Foundation, then until such payment has been made, together with all late payment penalties, such Member's rights shall be suspended If payment has not been made in full within a further 30 days, such Member's membership shall automatically terminate

3 9 **Use of Names.** Any Member may disclose and publicize such Member's affiliation with the Foundation, within guidelines proposed by the Foundation staff and approved by the Programming Committee Unless requested to the contrary in writing by the Member at the time of application, the Foundation may publicize such Member's affiliation

3 10 **Use of GSF Trademarks and Logos.** Third parties may refer to GSF's products and services by the proper GSF trademark, so long as such references (a) are truthful, fair and not misleading, and (b) comply with the following guidelines

- (1) When using any GSF trademark or logo, third parties should include the appropriate trademark symbol (i e , TM, SM or ®) in the upper right hand shoulder of the mark (Example GSFsm)

- (2) Third parties must not incorporate GSF's trademarks or logos into their own product names, service names, trademarks, service marks, logos, company names or domain names
- (3) Third parties must not adopt logos, trademarks or service marks that are confusingly similar to GSF's marks and logos
- (4) Third parties must not make unlicensed use of GSF's logos Third party use of GSF's logo requires a license or the written permission of GSF
- (5) Third parties may not register or use any GSF trademark in the title of their web site or as a second-level domain name You may not use any GSF logo without a license or specific written permission of GSF
- (6) Third parties may not use any GSF trademark in any manner that will mislead consumers as to any GSF sponsorship, affiliation or endorsement of the third party company, its product or services, or web site

(b) **Rights in Intellectual Property.** All intellectual property, specifications, guidelines, and any other technology or assets developed by the Foundation, whether developed by employees of partners while working in Foundation meetings or on Foundation projects, or by employees of the Foundation alone or with the assistance of employees or consultants of any Corporate Partner(s), shall become the sole property of the Foundation, unless otherwise determined pursuant to such rules as the Board may adopt from time to time

ARTICLE 4 BOARD OF DIRECTORS

4.1 **General Powers.** The business and affairs of the Foundation shall be managed by the Board, which shall have all voting power including power to vote on electing, appointing or removing Directors

4.2 **Election of Directors.** Directors shall be elected or appointed for a three-year term by the incumbent Directors of the Foundation as provided in the articles of the Foundation If possible, Directors' terms should be rolling so that not all Directors' terms end in the same year Prior to any election of Directors, the Nominating & Corporate Governance Committee of the Board shall offer names of prospective Directors to the Chairman for ratification All proposed Directors shall be able to perform the duties of Directors and may include individuals then currently serving as Directors The Chairman of the Nominating & Corporate Governance Committee shall then offer the ratified slate of prospective Directors to the full Board for consideration, however, the Board shall not be limited in any way by the Chairman of the Nominating & Corporate Governance Committee's recommendation

4.3 **Board of Advisors.** The Board may from time to time appoint one or more individuals to serve as Advisors on the Board of Advisors. The role of Advisors is to provide professional expertise, advice, assistance, and consultation on matters requested by the Board of Directors. Advisors are chosen by the Board of Directors and voted onto the Board of Advisors by a three-fourths vote by the Directors. The term of all Advisors is for three years from the date of their appointment to the Board of Advisors. Advisors shall be entitled to attend and participate in all meetings of the Board of Directors or of committees to which they may be specially appointed by the Board of Directors. No Advisor shall be eligible to act as chairman of a committee or entitled to vote at meetings of the Board of Directors or any committee.

4.4 **Resignation of Directors.** A Director may resign at any time by delivering written notice to the Board of Directors, its chairman, if any, the President and CEO, or the Chief Operating Officer. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date, the Board of Directors may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date.

4.5 **Removal of Directors.** A Director, other than a Director who is also the President and CEO, Vice President, or Chief Operating Officer may be removed, with or without cause, by a simple majority vote of the other Directors. A Director who is also the Chairman, President and Chief Executive Officer, Vice President or Chief Operating Officer may be removed, with or without cause, by a vote of three-fourths of the other Directors. A Director may be removed only at a meeting called for that purpose. If any Director misses two consecutive meetings, the Executive Committee may conduct a formal review as to whether that Director ought to remain on the Board.

4.6 **Place of Directors' Meetings.** An annual meeting of the Board of Directors shall be held at a time and place agreed upon unanimously by the Board for the purpose of electing officers and Directors and transacting such other business as may come before the meeting. Other regular meetings of the Board shall be held at such time and place as the Board or the President, after due consultation with all the Directors to maximize attendance at the meetings and timeliness of the meetings, may determine from time to time. Special meetings of the Board may be called by the President, Vice President, Chief Operating Officer, or any two Directors. Meetings may take place in person or be conducted virtually utilizing video teleconferencing or similar technology.

4.7 **Notice of Director's Meetings.** Except as provided elsewhere in these bylaws, no notice of the annual meeting or any other regular meeting of the Board shall be required. Notice of a special meeting shall specify the date, time, place, and purpose of the meeting. Notwithstanding the foregoing, notice of any meeting at which removal of a Director is to be proposed shall state that the purpose, or one of the purposes, of the meeting is removal of the Director. Required notices shall be e-mailed to each Director at least 14 calendar days before the date of the meeting.

4 8 **Waiver of Notice.** A Director may waive any required notice before or after the date and time stated in the notice, and such a waiver shall be equivalent to the giving of the notice. A Director's attendance at or participation in a meeting waives any required notice of the meeting to that Director unless the Director, at the beginning of the meeting or promptly upon arrival, objects to holding the meeting or transacting business there and does not thereafter vote for or assent to action taken at the meeting. The waiver of a Director who does not attend or participate in the meeting must be in writing, signed by the Director and filed with the minutes or corporate records.

4 9 **Quorum.** A majority of the Directors then serving shall be necessary to constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors. If a quorum shall not be present at any meeting of the Board, the Directors present may adjourn the meeting without notice until a quorum shall be present.

4 10 **Participation in Meetings.** The Board of Directors may permit any or all Directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting. Directors may not vote by proxy.

4 11 **Actions Without Meeting.** Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if written consent, setting forth the actions so to be taken, shall be signed by each of the Directors before or after the action is to become effective. The Directors' consent shall have the same force and effect as a unanimous vote.

ARTICLE 5 OFFICERS

5 1 **General.** The officers of the Foundation shall consist of a Chairman, President and Chief Executive Officer, Vice President, and Chief Operating Officer. The Chairman, President and Chief Executive Officer, Vice President, and Chief Operating Officer shall be Directors and serve on the Board of Directors. All officers shall serve until their successors are elected. At each annual meeting of Directors, the Directors shall elect officers to fill any vacancies at that time. Officers may only hold one office at a time.

5 2 **Chairman.** The Chairman of the Foundation serves as a member of the Board of Directors and shall be the highest ranking executive in the organization whose responsibilities include developing high-level strategies and acting as the main point of communication between the Board of Directors and the Foundation's external stakeholders. Renewal of the Chairman is voted upon biennially by the Board of Directors.

5 3 **President and Chief Executive Officer.**

(a) The President and Chief Executive Officer (“CEO”) serves as a member of the Board of Directors and whose main responsibilities include developing high-level strategies, making major corporate decisions, overseeing the overall operations and resources of a company, appearing at public events and representing the Foundation to external audiences and stakeholders, and acting as the main point of communication between the Board and the Foundation’s operations

(b) The President and CEO is responsible for implementing the policies and procedures established by the Board of Directors and shall supervise the other officers, agents, and employees of the Foundation as well as perform such other duties as may be prescribed from time to time by the Board of Directors. Without limiting the generality of the foregoing, the President and CEO shall

- (1) Execute bonds, mortgages, and other instruments and contracts on behalf of the Foundation, except where the execution thereof shall have been expressly delegated to another officer or agent of the Foundation,
- (2) Direct and administer the Foundation’s affairs, including setting compensation of non-Director staff and the hiring and discharge of employees,
- (3) Have complete charge of the Foundation’s records,
- (4) Initiate and promote programs which serve and advance the Foundation’s purposes and objectives,
- (5) Coordinate, assist, and monitor all committees and their programs,
- (6) Serve as a permanent member and chairman of the Strategic Advisory Committee,
- (7) Direct all Foundation functions,
- (8) Submit an annual budget, together with supporting documentation, to the Board of Directors for approval,
- (9) Create and update employee job descriptions and hold individual annual reviews with each employee, and
- (10) Lead the strategic planning process of the Foundation and present that plan annually to the Board of Directors and Founding Partners

5.4 **Vice President.** The Vice President serves as a member of the Board of Directors and shall perform such duties and have such powers as may be prescribed from time to time by the Board of Directors or the President. Without limiting the generality of the foregoing, the Vice President shall

- (1) Participate in the Foundation's outreach activities, and in such capacity, develop concepts for and, when directed, design symposia, outreach and sponsorship programs,
- (2) In the President's absence or inability or failure to act, perform the duties of the President, with all the powers of, and subject to all the restrictions upon, the President,
- (3) Plan, coordinate, and execute the annual budget process,
- (4) Advise the president and other key members of senior management on financial planning, budgeting, cash flow, investment priorities, and policy matters,
- (5) Contribute to the development of the Foundation's strategic goals and objectives as well as the overall management of the organization,
- (6) Identify opportunities for the Foundation to leverage cross-program strengths to take advantage of new opportunities and/or to address organizational challenges,
- (7) Manage and cultivate existing relationships with funders to secure and expand recurring revenue streams, and
- (8) Provide programmatic leadership and input for all strategic plan implementation processes

5.5 **Chief Operating Officer.** The Chief Operating Officer ("COO") serves as a member of the Board of Directors and is responsible for and represents the Foundation, in all business operations to include directly interfacing with Members as well as external stakeholders. The COO encompasses the traditional roles of Secretary and Treasurer. The COO's main responsibilities include but are not limited to

- (1) In the President or Vice President's absence or inability or failure to act, perform the duties of the President and/or Vice President with all the powers of, and subject to all the restrictions upon, the President or Vice President,
- (2) Establishing and monitoring staff and volunteer performance and development goals,
- (3) Assigning accountability, setting objectives, and establishing priorities for staff and volunteers,
- (4) Conducting annual performance appraisals, and administering salary adjustments for staff and Directors when directed by the Board of Directors,
- (5) Direct the Foundation's partnership activities, and in such capacity, organize symposia and outreach and sponsorship programs,

- (6) Ensure that the policies of the Foundation support the strategic guidelines set forth by the Board of Directors, and that such policies are coordinated across all activities of the Foundation,
- (7) Ensure the Foundation is adhering to the strategic plan and delivering status reports to the board,
- (8) Provide necessary and requested reports to the Foundation's board and senior internal management team,
- (9) Certify the actions of the Board of Directors when necessary,
- (10) See that minutes of the Board of Directors and its committees are kept, the Foundation's records are maintained, and notice is given of any meetings of the Board of Directors,
- (11) Have custody of all operating funds of the Foundation,
- (12) See that a true and accurate accounting of the financial transactions of the Foundation is made and that reports of those transactions are presented promptly to the Board of Directors, and
- (13) Have such other powers and duties as may be prescribed by the Board of Directors from time to time

5 6 **Removal of Officers.** Any officer may be removed with or without cause through a simple majority vote by the Board of Directors whenever the Board, in its absolute discretion, considers the agent or officer's removal will serve the best interests of the Foundation. Any agent appointed otherwise than by the Board of Directors may be removed with or without cause at any time by any officer having authority to appoint the agent whenever that officer in his or her absolute discretion shall consider that the agent's removal will serve the best interests of the Foundation. Election or appointment of an officer or agent shall not of itself create contract rights

ARTICLE 6 COMMITTEES

6 1 **Strategic Advisory Committee.** The Strategic Advisory Committee consists of the Founding Partners of the Foundation and one representative from each of the Strategic, Sustaining, and Small Business Partner categories. Subject to oversight by the Board of Directors, the Strategic Advisory Committee shall be responsible for researching and recommending areas of strategic opportunity for Foundation operations to the Board of Directors, staff, Members, and volunteers, recommending strategies to best utilize resources in support of Foundation programs, supporting Foundation symposia and outreach and sponsorship programs with management and operational resources, and helping to recruit other Corporate

Partners to the Foundation A designated representative of each Founding Partner, one designated representative from each of the Strategic, Sustaining, and Small Business Partner categories, the President and CEO (who shall also be chairman of the committee), the Vice President, and the Chief Operating Officer shall be the only voting members of the Strategic Advisory Committee

6.2 **Programming Committee.** Subject to oversight by the Board of Directors and the Strategic Advisory Committee, the Programming Committee shall be responsible for strategic planning regarding the Foundation's symposia and outreach and sponsorship programs and developing the Foundation's message and strategic positioning within the global SOF community A designated representative of each Founding Partner and Strategic Partner, one Capabilities Committee and one Outreach Committee representative, and a Foundation Officer appointed by the President (to serve as chairman of the committee) shall be the only voting members of the Programming Committee The Programming Committee may bring forth to the Strategic Advisory Committee any recommendations for Foundation operations

6.3 **Capabilities Committee.** Subject to oversight by the Board of Directors and the Strategic Advisory Committee, the Capabilities Committee shall be responsible for identifying future capabilities for global SOF and developing the Foundation's Capability Programs through a cooperative process involving the Foundation's Partners and presenting drafts of specifications and any other related major documents to the Strategic Advisory Committee for approval A designated representative of each Founding Partner, each Strategic Partner, each Sustaining Partner, and a Foundation Officer appointed by the President and CEO (to serve as chairman of the committee) shall be the only voting members of the Capabilities Committee The Capabilities Committee may bring forth to the Strategic Advisory Committee any recommendations for Foundation operations

6.4 **Outreach Committee.** Subject to oversight by the Board of Directors and the Strategic Advisory Committee, the Outreach Committee shall be responsible for formulating the Foundation's community outreach strategies, delivering the GSF message to public and private partners as well as policy- and decision-makers Subject to oversight by the Board of Directors, the Outreach Committee oversees Congressional and Parliamentary education programs as well as public relations and outreach initiatives A designated representative of each Founding Partner, each Strategic Partner, each Sustaining Partner, and a Foundation Officer appointed by the President and CEO (to serve as chairman of the committee) shall be the only voting members of the Outreach Committee The Outreach Committee may bring forth to the Strategic Advisory Committee any recommendations for Foundation operations

6.5 **Small Business Advisory Committee.** Subject to oversight by the Board of Directors and the Strategic Advisory Committee, the Small Business Advisory Committee shall be responsible for guiding outreach efforts on behalf of the Small Business Partners of the Foundation to include outreach to government agencies and large prime contractors with whom small businesses can cooperate, collaborate, and/or partner, introductions between Small

Business Partners and the aforementioned companies and agencies, and facilitating events that foster business-to-business relationship-building between large and small businesses. A designated representative from each Small Business Partner and a Foundation Officer appointed by the President and CEO (to serve as chairman of the committee) shall be the only voting members of the Small Business Advisory Committee. The Small Business Advisory Committee may bring forth to the Strategic Advisory Committee any recommendations for Foundation operations.

ARTICLE 7 MISCELLANEOUS PROVISIONS

- 7.1 **Fiscal Year.** The fiscal year of the Foundation shall be from July 1 to June 30.
- 7.2 **Amendment of Bylaws.** The power to alter, amend, or repeal these bylaws or to adopt new bylaws shall be vested exclusively in the Board of Directors.
- 7.3 **Directors' Agreement.** These bylaws are intended to constitute a directors' agreement.