



DIA COMPENSATION COMMITTEE CHARTER

PURPOSE

The purpose of the Compensation Committee is to aid the Board of Directors (“Board”) in discharging its responsibilities relating to compensation of the DIA’s senior executives, to monitor compliance with the rules governing tax-exempt organizations described in Section 501 (c)(3) of the Internal Revenue Code of 1986, or any corresponding provision of any future federal revenue law (the “Code”), including, but not limited to, the intermediate sanction rules of Section 4958, to ensure that the DIA’s compensation practices are consistent with the DIA’s tax-exempt mission and charitable values, and to oversee the DIA’s compliance with compensation rules and regulations promulgated by any other regulatory agency or legislative authority.

DUTIES AND RESPONSIBILITIES

Annual Executive Compensation Review

1. For all executives who are considered “disqualified persons” and/or other executives who are deemed to be subject to the terms of the Policy (see below), determine a market range of base pay increases, bonus payments (if any), deferred compensation payments, fringe benefits and any other compensation items by obtaining and relying on appropriate comparability data as discussed in the Policy;
2. Review employment agreements, retirement arrangements, severance arrangements, change in control agreements/provisions, and any special or supplemental benefits for the Worldwide Executive Director and for other key executives who are considered disqualified persons;
3. Ensure compensation levels reflect performance criteria established under the Policy;
4. Produce a periodic report to the Board regarding the executive compensation program of the DIA;
5. Update the Policy to reflect any changes in the law or the DIA’s operations;
6. Review bonus program and validate the proportion of the bonus pool to be paid out based on the DIA’s performance against strategic milestones, as determined by the Board.

Long-Term Executive Compensation Review

1. Long-Term shall mean at least once every two years, or sooner if the DIA’s compensation strategy or charitable mission change materially;
2. Evaluate and make recommendations to the Board regarding the executive compensation plans, policies and programs of the DIA, such as the Total Compensation Philosophy & Strategy;
3. Unless otherwise indicated, all section references are to the Code and the regulations thereunder;
4. Identify relevant labor markets for competitive practices, including industry, size, and character and composition of peer organizations;
5. Assess competitiveness of compensation levels and compensation components and determine whether action is necessary if the DIA’s compensation packages are significantly beneath the market’s;
6. Determine the appropriate percentage and mixture of various compensation components, such as base pay, performance incentives and deferred compensation;
7. Specify target position (e.g., 50th or 75th percentile) relative to total compensation for executives and ensure consistency with Total Compensation Philosophy & Strategy.

DIA Compensation Committee Charter

Approved by DIA Board of Directors, December 8, 2005

Revised and approved, December 11, 2008

Revised per new bylaws, April 2010;

revised by Compensation Committee, April 28, 2011



Incentive Compensation Plan Review

1. Review and approve long-term incentive plan design every two years, or sooner if there is a material change in the DIA's operations or strategic goals, marketplace conditions or laws governing tax-exempt organization. Focus on eligibility for participation, performance goals, funding, and administrative guidelines;
2. Review any amendments to incentive compensation plan structure;
3. Make recommendations to the Board with respect to executive incentive compensation plans.

AUTHORITY

The Compensation Committee shall make recommendations to the Board regarding all plans designed and intended to provide compensation for the Worldwide Executive Director, the CFO and Director of Finance, and for such other senior executives who are deemed to be "disqualified persons" under Section 4958, or who are designated by the Committee as being subject to the Compensation Philosophy, Strategy and Executive Review Policy (the "Policy").

Subject to Board approval, the Compensation Committee shall have authority to engage outside independent compensation, accounting, legal and other advisors and to obtain advice and assistance from such independent advisors. If any contracts are required, Board approval will be needed.

The Compensation Committee shall review data from studies prepared by an independent third party to assist in the evaluation of senior executive compensation.

MEMBERSHIP

1. The Compensation Committee shall consist of at least three Board members one of whom will be a member of the Executive Committee (i.e., Past President recommended) who are independent and who have not been employed by the DIA in the last five years;
2. There shall be a Chair of this Committee, who shall be appointed by the President, with approval of the Board;
3. The presence, whether in person or by telephone, of two of the members shall constitute a quorum;
4. No member of this Committee may be an executive, related to an executive, be in a position to benefit from any executive's compensation arrangement or otherwise have a conflict of interest (within the meaning of Regulation Section 53.4958-6(c)(1)(iii) with regard to the determination of any compensation arrangement;
5. No member of this Committee may be in a position to receive compensation or other economic benefits from any executive or from any transaction arrangement which is subject to the approval of any executive;
6. For purposes of determining conflicts of interest, the general conflict of interest policy for the DIA's Board shall govern.

MEETINGS

The Committee shall meet as many times as necessary to accomplish its objectives and will conduct face-to-face meetings or teleconferences as appropriate to fulfill its obligations. The Chair will assign and ensure that there will be an accurate recording of minutes of each meeting that are available to the Board at the next regularly scheduled Board meeting. A majority of member attendance whether face to face or by teleconference for these meetings will constitute a quorum.