

BY-LAWS
of
DELTA PHI EPSILON FOUNDATION FOR FOREIGN SERVICE EDUCATION
(A corporation organized and existing under the laws of the District of Columbia)

ARTICLE I

Section 1. Name. The name of this corporation is Delta Phi Epsilon Foundation for Foreign Service Education.

Section 2. Location. The address of the corporation is 3401 Prospect Street, NW, Washington, District of Columbia 20007. The officers of the corporation shall at all times maintain a post office box for correspondence concerning the corporation.

ARTICLE II

Section 1. Seal. The Seal of the corporation shall have inscribed on it the name of the corporation and the date and place of its incorporation.

Section 2. Fiscal Year. The fiscal year of the corporation shall begin on September 1 and end on August 31.

ARTICLE III

Section 1. Members.

The corporation shall have no members.

Section 2. Officers.

The corporation shall have such officers as the Board of Trustees shall elect, including a President, a Vice-President, a Secretary, and a Treasurer. No person may serve at the same time as President and Secretary.

Each officer shall serve until the Board of Trustees elects his successor.

Section 3. Trustees. The business and affairs of the corporation shall be managed by a board of Seven (7) trustees, none of whom need to be a resident of the District of Columbia. The seven (7) trustees surviving as of January 1, 1984, from the nine (9) original trustees shall continue as trustees. As resignation(s) or

death(s) diminish the number of trustees, the remaining trustees shall elect replacements for five (5) year terms. Each trustee shall serve until his successor is elected and qualifies.

ARTICLE IV

Section 1. Meetings. The Board of Trustees shall meet as necessary.

Section 2. Voting Rights. Each trustee shall be entitled, subject to the laws of the District of Columbia, at any meeting of the Board of Trustees to one (1) vote, either in person, by written ballot, or by proxy.

Section 3. Quorum. At any meeting of the Board of Trustees, the presence, either in person, by written ballot, or by proxy, of four (4) trustees shall constitute a quorum for the transaction of business. If at any meeting of the Board of Trustees there is a quorum present, either in person, by written ballot, or by proxy, the trustees present may continue transacting business even after other trustees have withdrawn to leave less than a quorum.

Section 4. Transactions of Business. At any meeting of the Board of Trustees, the By-Laws may be amended by a vote, either in person, by written ballot, or by proxy, of five (5) or more trustees. All other business of the corporation may be transacted by a majority vote of the trustees present, either in person, by written ballot, or by proxy, provided a quorum is present or was present earlier in that meeting.

Section 5. Convening of Meetings. A meeting of the Board of Trustees may be called by the President of the corporation or any three trustees by mailing a written notice of the time and place for the meeting to each trustee at his home address at least three days prior to the scheduled meeting.

Section 6. Informal Action. If all the trustees severally or collectively consent in writing to any action taken or to be taken by the corporation and the writing(s) evidencing such consent have been filed with the secretary of the corporation, the action shall be as valid as if it had been adopted at a meeting of the Board of Trustees.

ARTICLE V

Section 1. Business of the Corporation. The Board of Trustees shall ensure that the corporation engages in no activity not authorized as a corporation exempt under Section 501(c)(3) of the Internal Revenue Code of 1954.

Section 2. Scholarships. The corporation shall raise money for awards as scholarships and, to that end, have a committee of scholars to choose the scholarship recipients.

REVISIONS AND AMENDMENTS

1. **Article I, Section 2** is amended by revising the first sentence to read as follows:
The Foundation shall designate an address in Washington, D.C. from time to time as its registered office.
2. **Article III, Section 3** is amended by deleting the third and fourth sentences and adding the following in lieu thereof:
Effective as of March 1, 2024, two Trustees shall be elected to serve three-year terms. Effective as of March 1, 2025, two Trustees shall be elected to serve three-year terms. Effective as of March 1, 2026, three Trustees shall be elected to serve three-year terms.
The remaining Trustees shall elect the individual to serve as Trustee:
 - (a) upon expiration of a Trustee's term, for a three-year term, or
 - (b) in the event of the death or resignation of a Trustee, for the balance of the Trustee's term.