

**BYLAWS
OF
FOREIGN SERVICE YOUTH FOUNDATION**

ARTICLE I

NAME

1.01. Name

The name of the corporation is Foreign Service Youth Foundation ("FSYF"). The business of the corporation may be conducted as Foreign Service Youth Foundation or FSYF.

ARTICLE II

PURPOSES AND POWERS

2.02. Purposes

FSYF is a non-profit corporation and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501 (c) (iii) of the Internal Revenue Code of 1986, as amended.

FSYF's purpose is to identify the special educational and informational needs of children of U.S. Government employees who have worked for or been associated with U.S. diplomatic missions abroad at any time ("Foreign Service youth") in adjusting to their changing environments as their parents travel from country to country on diplomatic assignments and in learning to benefit fully from their Foreign Service experiences. FSYF activities include, but are not limited to, providing, coordinating and funding programs to meet these special needs and supplementing the programs of existing charitable, educational and governmental entities (including but not limited to the Associates of the American Foreign Service Worldwide ("AAFSW"), the Family Liaison Office of the U.S. Department of State ("FLO"), the Transition Center of the National Foreign Affairs Training Center ("Transition Center"), the Office of Overseas Schools and the Office of Medical Services of the U.S. Department of State, in supporting Foreign Service youth.

2.02. Powers.

FSYF shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts, which may be necessary or convenient to affect the charitable purposes for which FSYF is organized, and to aid or assist other organizations, or persons whose activities further accomplish, foster, or attain such purposes. The powers of FSYF may include, but are not limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

ARTICLE III

OFFICES AND REGISTERED AGENT

3.01. Offices.

FSYF shall continuously maintain in the District of Columbia a registered office at such place as may be designated by the Board of Directors ("Board"). The principal office of FSYF and such other offices as it may establish shall be located at such place(s), either within or without the District of Columbia, as may be designated by the Board.

3.02. Agent. FSYF shall continuously maintain within the District of Columbia a registered agent, who is a resident of the District of Columbia and whose business office is identical with the Corporation's registered office. The registered agent shall be designated by the Board of Directors or by the President.

3.03. Changes. Any change in the registered agent of FSYF shall be accomplished in compliance with Chapter 5 of Title 29 of the District of Columbia Code, known as the "District of Columbia Nonprofit Corporation Act" and as provided in these Bylaws.

ARTICLE IV

MEMBERSHIP

4.01. No Membership Classes. FSYF shall have no members who have any right to vote or title or interest in or to FSYF, its properties and franchises.

4.02. Membership Eligibility. Membership in FSYF is held by either families or individuals. Membership in FSYF is available to American Citizen U.S. Government employees who are eligible for overseas assignment and who have worked for U.S. diplomatic missions abroad at any time subject to Chief of Mission authority, and to their spouses, dependent children, and adult children of such employees.

4.03. Non-Voting Affiliates. The Board may approve classes of non-voting affiliates with rights, privileges and obligations established by the Board. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of FSYF. The Board, a designated committee of the Board, or any duly elected officer in accordance with Board Policy, shall have authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates, and to make determination of affiliates rights, privileges and obligations. At no time shall affiliate information be shared with or sold to other organizations or groups without the affiliate's consent. At the discretion of the Board, affiliates may be given endorsement, recognition and media coverage at fundraising activities, clinics, other events or on the FSYF website. Affiliates have no voting rights, and are not members of the corporation.

4.04. Dues. Dues for FSYF shall be determined by the Board.

ARTICLE V

BOARD OF DIRECTORS

5.01. Number of Directors. The number of Directors constituting the Board shall be fixed by resolution of the Board, but shall not be less than three or more than thirty. In the event of any increase or decrease in the authorized number of Directors, each Director then serving shall continue until the expiration of his or her current term or his or her earlier death, resignation or removal from office.

5.02. Composition of Board. At least two thirds of the members of the Board shall have worked for or been associated with U.S. diplomatic missions abroad. To the extent possible, the Board shall have balanced representation of the different groups, organizations and governmental offices concerned with issues relating to Foreign Service youth. At least one member of the Board shall be a young adult who grew up in the Foreign Service. Each of the following, and any other State Department offices deemed appropriate by the Board or the President, shall be invited to designate a liaison (“Liaison”) to the Board: Family Liaison Office, Transition Center and the Office of Overseas Schools. Liaisons shall serve in an advisory capacity without voting privileges.

5.03. Term. Each Director shall serve a term of two years. A Director may serve multiple two-year terms.

5.04. Qualifications. In order to be eligible to serve as a Director on the Board, an individual must be at least 18 years of age, and must either qualify for membership in FSYF in accordance with Article IV.4.02 or as an Affiliate in accordance with Article IV.4.03 of these Bylaws.

5.05. Vacancies. Any vacancy on the Board shall be filled by the affirmative vote of a majority of the remaining Directors in office, even though less than a quorum, or by the sole remaining Director. To fill any vacancy on the Board, the Board shall invite nominations of individuals representing groups, organizations and governmental offices concerned with issues relating to Foreign Service youth. First priority in nominations shall be given to nominations from any group directly or indirectly involved with Foreign Service youth issues, organization or office not represented on the Board at the time the vacancy shall occur.

The Board may receive nominations and hold elections for the purpose of filling a vacancy or vacancies on the Board at any regular meeting or any special meeting called for such purpose or any other purpose. If the terms of office of all the Directors expire on the same date, such that no Directors would remain in office beyond such date, the Board shall hold elections during the regular meeting immediately preceding such date.

5.06. Resignation of Directors. A Director may resign at any time by giving notice to the Board in writing.

5.07. Removal and Resignation of Directors. A Director may be removed at any time by a two-thirds majority vote of the other Directors if: (a) the Director is absent and unexcused from two or more meetings of the Board in a twelve month period; or (b) for cause or no cause, if before any

meeting of the Board at which a vote on removal will be made, the Director in question is given electronic or written notification of the Board's intention to discuss his/her case and is given the opportunity to be heard at a meeting of the Board. The President is empowered to excuse Directors from attendance for a reason deemed adequate by the President. The President shall not have the power to excuse herself/himself from the Board meeting attendance and in that case the Vice President shall excuse the President. An officer may resign at any time by giving notice thereof in writing to the Board. The Board shall fill any vacancy occurring in any office of FSYP by election at the next Board meeting immediately following such vacancy, or in accordance with the electronic voting provisions in Section 8.06.

ARTICLE VI

OFFICERS

6.01. Officers. The Board shall, every two years, at the annual meeting, elect by majority vote from its membership, a President, Vice President, Treasurer, and Secretary. All officers must be Board members.

6.01. Term of Office. Each officer shall serve a two-year term of office. Unless otherwise provided for at the time of election by the Board, each officer's term of office shall begin upon the adjournment of the Board meeting at which elected and shall end upon the adjournment of the Board meeting during which a successor is elected.

6.03. President. The President. The duties of the President shall be (a) to chair meetings of the Foreign Service Youth Foundation Board of Directors and Executive Committee; (b) to serve on standing and special committees of the Board as decided by the Board; and (c) to assume all functions usually associated with the Office of President during his or her term of office. In the case of the President's resignation or inability to serve, the Vice President shall serve as President until the next election.

6.04. Vice-President. The Board shall elect one or more Vice-Presidents. The duties of the Vice-President shall be (a) to serve as a member of the Board of Directors and the Executive Committee; (b) to actively assist the President in the duties of the President; and (c) to assume such duties and responsibilities as assigned by the President. In the event of the prolonged absence or disability of the President, the Board shall appoint one Vice-President as acting President and, as such, the acting President shall have all the authority and duties vested in the President.

6.05. Secretary. The Secretary is the Custodian of the Corporate Seal. The duties of the Secretary shall be (a) to serve as a member of the Board of Directors and the Executive Committee, (b) to keep the book of minutes of meetings of the Board of Directors, the Executive Committee, and such other actions of FSYP as the Board or Committee shall direct or law may require; (c) to keep copies of corporate documents, including, but not limited to, these Bylaws and the Articles of Incorporation of FSYP; and (d) to assume such duties and responsibilities as assigned by the President. The Board may give authority to any other officer or the Executive Director to perform the Secretary's duties when required.

6.06. Treasurer. The duties of the Treasurer shall be to perform all duties customary to that office, including: (a) to serve as a member of the Board of Directors and the Executive Committee; (b) to serve as a member of the fundraising committee; (c) to oversee the finances of FSYP; (d) to administer the fiscal matters of the FSYP; (e) to develop in partnership with the President and Executive Director, the annual budget to present at the Annual meeting; and (f) to ensure development and Board review of financial policies and procedures.

6.07. President Emeritus. Upon recommendation by the Executive Committee or the Nominating Committee, the Board may elect one or more *President(s) –emeritus* with the right to attend all regular and special meetings thereof, but with no power to make motions or to vote and who shall not be counted in determining a quorum and with no right to receive notices of meetings.

ARTICLE VII

EXECUTIVE COMMITTEE

7.01. Composition. The Executive Committee shall consist of the President, Vice-President, Treasurer, Secretary, Committee Chairs, and the Executive Director. The Executive Director shall have no vote on matters before the Executive Committee.

7.02. Powers and Functions. During the intervals between meetings of the Board of Directors, the Executive Committee shall possess and may exercise all the powers and functions of the Board of Directors in the management and Directors of the affairs of FSYP in all cases in which specific direction shall not have been given by the Board of Directors. All actions of the Executive Committee shall be reported to the Board of Directors at its next meeting succeeding such action. Regular minutes of the proceedings of the Executive Committee shall be kept and a copy thereof provided to the Board and the Advisory Council. A majority of the members of the Executive Committee in office at the time shall be necessary to constitute a quorum and in every case an affirmative vote of a majority of the members of the Committee present at a meeting shall be necessary for the taking of any action. The President, Vice President, Secretary, Treasurer and such other Officers as may be authorized by the Board may enter into and execute on behalf of the FSYP contracts, leases, debt obligations and all other forms of agreements or instruments, whether under seal or otherwise, permitted by law, the Articles of Incorporation and these Bylaws; except where such documents are required by law to be otherwise signed and executed, or where the signing and execution thereof shall be exclusively delegated to some other Officer or agent of the Board.

7.03. Rules of Procedure. The Executive Committee shall fix and establish its own rules of procedure and shall meet as provided by such rules. A meeting of the Executive Committee may be called at any time by order of the President or at the request of any other two members of the Executive Committee.

ARTICLE VIII

MEETINGS OF THE BOARD OF DIRECTORS

8.01. Regular Meetings. Regular meetings of the Board shall be held at least one time each year at times and places fixed by the President. The Board Meeting that is scheduled to take place most closely to the end of the fiscal year shall constitute the annual meeting.

8.02. Special Meetings. Special meetings of the Board may be called by the President, Vice-President, Treasurer, Secretary, or any other two Directors of the Board.

8.03. Notice. At least ten days' notice shall be given to each Director of a regular meeting of the Board. A special meeting of the Board may be held upon five days' notice. Notice of all Board meetings shall specify the date, time and place of the meeting in writing and specify the purpose for the meeting or the business to be conducted.

8.04. Quorum. A quorum for the transaction of business shall consist of no less than one third of the current Board membership. Except as otherwise provided by law, the Articles of Incorporation or these Bylaws, all matters before the Board shall be decided by a majority vote of the Directors present at a meeting at which a quorum exists.

8.05. Hung Board Decisions. On the occasion that Directors of the Board are unable to make a decision based on a tied number of votes, the President or Treasurer in the order of presence shall have the power to swing the vote based on his/her discretion.

8.06. Electronic Voting; Voting Outside of Regular Meetings. Any action required or permitted at any meeting of the Board may be taken without a meeting if the proposal is conveyed to all current Directors by mail or by electronic means setting for the proposed action. Consent on the proposal shall have the same force and effect as a vote by the assembled Board.

8.07. Compensation. The Directors shall not receive any compensation from FSYP for serving as Directors. The Board may adopt policies providing for reasonable reimbursement of Directors for expenses incurred in conjunction with carrying out Board responsibilities.

8.08. Compensation for Professional Services by Directors. Directors are not restricted from being remunerated for professional services provided by FSYP. Such remuneration shall be reasonable and fair to FSYP and must be reviewed and approved in accordance with the Board Conflict of Interest Policy and applicable laws.

ARTICLE IX

ADVISORY COUNCIL

9.01. Composition, Term, Meetings. The Board may create Advisory Council to provide advice and perform such other functions as the Board may request from time to time. The members of the Advisory Council shall serve for a term of three years or at the pleasure of the Board. The Advisory

Council shall meet as requested by the Board. Members of the Advisory Council may attend the Annual Board Meeting.

9.02. Committee Membership. Members of the Advisory Council may serve on Committees and vote in Committee Meetings.

ARTICLE XI

BOARD COMMITTEES

11.01. Designation of Committees. The Board of Directors may designate one or more standing or special committees (“Committee” or “Committees”) to direct the business of FSYP. Each such Committee may exercise the authority granted to it by these Bylaws or by Board resolution. Each Committee shall consist of one or more Directors and such other persons as the Board may designate, who need not be members of the Board of Directors.

11.02. Limitations on Committee Power. Rules governing procedures for meetings of any Committee shall be established by the Board of Directors or, in the absence thereof, by the Committee. If no rules are established then the rules that govern the Board Meetings shall govern each Committee. All Committees are to report promptly to the Board and only take such actions as are specifically designated in these Bylaws or in the resolution establishing the Committee setting forth its duties and responsibilities. Committees may not, regardless of Board resolution:

- (a) take any final action on matters, which also requires Board members’ approval or approval of a majority of all members;
- (b) amend or repeal Bylaws or adopt new Bylaws; or
- (c) approve any transaction (i) to which FSYP is a part and one or more Directors have a financial interest; or (ii) between FSYP and one or more of its directors have a material financial interest.

11.03. Committee Chair. The President, with the advice of the Executive Director and consent of the Executive Committee, shall appoint all Committee Chairs for the ensuing year at or within a reasonable time after the annual meeting of the Board of Directors. Committee Chairs shall be members of the Board of Directors. If the Board of Directors or Executive Committee establishes a new Committee, the President, with the approval of the Board of Directors, shall similarly appoint the Committee Chair at the time the Committee is established, or within a reasonable time after the establishment of the Committee.

11.04. Committee Meetings. Meetings of Committees of the Board of Directors may be called by the Committee Chair or by any two members of the Committee. At all meetings of any Committee, a majority of the members of the Committee shall constitute a quorum for the transaction of business and the act of a majority of the members of the Committee present at any meeting thereof shall be the act of the Committee, except as may be otherwise specifically provided for by these Bylaws. Committee

meetings may be held by conference call or video conferencing for the convenience of committee members.

ARTICLE XII

STANDING COMMITTEES

12.01. Nominating Committee. The Board of Directors shall designate, at or within a reasonable time after the annual meeting of the Board of Directors, a Nominating Committee. The Nominating Committee shall be responsible for proposing persons for election as Directors at the next annual meeting of the Corporation, or in the event of Director vacancies between annual meetings of the Corporation, may propose replacement Directors for the election by the Board of Directors. The Nominating Committee shall recommend persons for consideration as Officers to be elected at the next annual meeting of the Board of Directors.

12.02. Fundraising Committee. The Board of Directors shall designate, at or within a reasonable time after the annual meeting of the Board of Directors, a Fundraising Committee, that shall be responsible for ensuring the financial health of FSYP, for overseeing the annual giving campaign, organizing fundraising events and ensuring reasonable fundraising costs. The President and Treasurer shall serve on the Fundraising Committee.

12.03. Scholarship Committee. The Board of Directors shall designate, at or within a reasonable time after the annual meeting of the Board of Directors, a Scholarship Committee, that shall be responsible for overseeing the annual FSYP Academic Awards. The Scholarship Committee is responsible, in collaboration with the FSYP Executive Director, for setting and reviewing the standards and requirements for the Academic Merit Awards, and ensuring that these requirements are met. The Scholarship Committee organizes the review and evaluation of applications and scholarship candidates and along with the FSYP President and the Executive Director, selects the winners of the Academic Merit Awards.

12.04. Programs and Events Committee. The Board of Directors shall designate, at or within a reasonable time after the annual meeting of the Board of Directors, a Programs and Events Committee. The Programs and Events Committee shall be responsible for developing and implementing programs for FSYP to provide cultural and educational experiences, member events, informational sessions, webinars, and other activities aimed at providing the FSYP community with opportunities to meet, learn, and facilitate discussion and support of issues related to Foreign Service youth. The President and the Executive Director shall serve on the Programs and Events Committee.

ARTICLE XIII

EXECUTIVE DIRECTOR

13.01. Executive Director. FSYP shall employ an Executive Director. The Executive Director shall be appointed by the Executive Committee according to an application, screening, and selection process developed by the Executive Committee and according to Bylaws and policies.

13.02. Duties and Responsibilities. The Executive Director shall serve as the chief executive of FSYP, and shall assume all duties and responsibilities normally associated with the position as defined by the job description.

13.03. Performance Review. The Executive Committee shall review the performance of the Executive Director annually and add specific duties to the Executive Director's job description when required.

ARTICLE XIV

INDEMNIFICATION

14.01. General Indemnification. The Corporation shall indemnify to the maximum extent legally permissible each Director and Officer and former Director and Officer of the Corporation, and each person who may have served at its request as a Director, Officer or Trustee of another corporation or trust, whether for profit or not for profit, against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit or proceeding in which he or she is made a party by reason of his or her position as such Director, Officer, or Trustee, except in relation to matters as to which he or she shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The indemnification provided by these Bylaws shall not be deemed exclusive of any other rights which such Director, Officer, or Trustee, may have under any agreement, vote of the Board of Directors, or otherwise.

ARTICLE XV

CONTRACTS AND AGREEMENTS, LOANS, DEPOSITS AND TAX FORMS

15.01. Contracts and Agreements. The Board may authorize any Officer(s) or agent(s) to enter into any contract or agreement or execute and deliver any instrument in the name of and on behalf of FSYP and such authorization may be general or may be confined to specific instances.

15.02. Loans. No loans shall be contracted on behalf of FSYP and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authorization may be general, or confined to specific instances. All loan documents must be signed by both the President and the Treasurer.

15.03. Checks. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness shall be signed by such Officer or Officers or such other person or persons as the Board may from time to time designate. The President or the Treasurer must sign Checks in excess of \$1000.

15.04. Deposits. All funds of FSYP not otherwise employed shall be deposited from time to time to the credit of FSYP in such banks, trust companies or other depositories as the Board may select.

15.05. Tax Forms. All tax forms filed on behalf of FSYP must be reviewed by both the President and the Treasurer and must be signed by either the President or the Treasurer.

ARTICLE XVI

MISCELLANEOUS

16.01. Seal. The Seal of FSYF shall be circular in form and shall have inscribed thereon the words: Foreign Service Youth Foundation, District of Columbia, and Corporate Seal.

16.02. Fiscal Year. The fiscal year of FSYF shall be October 1 through September 30.

16.03. Amendments to Statutory Provisions. All references to provisions of the District of Columbia Nonprofit Corporation Act shall be deemed to refer to such provisions as they now exist or hereafter may be amended.

16.04. Winding Up, Dissolution. In the event of termination or dissolution of FSYF, any assets lawfully available for distribution shall be divided equally between the Associates of the American Foreign Service Worldwide (AAFSW) and the American Foreign Service Association (AFSA), to be used for scholarship purposes.

ARTICLE XVII

AMENDMENTS

17.01. Amendment of Bylaws. These Bylaws may be altered, amended or repealed, or new Bylaws may be adopted, at any meeting of the Board, by a vote of a majority of the Directors in office, if at least five days' written notice is given of the intention to take such action at such meeting. No amendment shall be made to these Bylaws, which would cause FSYF to cease to qualify as an exempt corporation under Section 501(c)(3) of the Internal Revenue Code of 1886, or the corresponding section of any future Federal tax code.

The foregoing is a true copy of the revised Bylaws adopted by resolution of the Board of Directors on May 13, 2014.