

ARTICLE 1

NAME AND NATURE

a. This organization will be called the Vietnam Education Foundation Fellows Association (VEFFA); it will be referred to as "the Organization".

b. VEFFA is a nonprofit Public Benefit Corporation incorporated in the State of California, which is organized and shall be operated in accordance with the meaning and provision of Section 501(c)(3) of Internal Revenue Code and the regulations issued thereunder.

BYLAWS

PURPOSES

Of

THE VIETNAM EDUCATION FOUNDATION FELLOWS ASSOCIATION

Amended December 2009

Amended June 2011

ARTICLE 2

OFFICES

The only office of the Organization is located at 2000 Kansas Avenue, White Oak, PA 15101. The Board of Advisors may at any time, or from time to time, change the location of the office from one location to another within the United States.

ARTICLE 3

MEMBERSHIP

a. All individuals who are funded by VEF as either fellows or scholars are automatically the Organization's members.

b. Individuals who are not in Article 4(a) may be eligible for the Organization's membership if they show interest in, demonstrate abilities in the development of the Organization, and get approval from the Board of Advisors.

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ARTICLE 2 PURPOSES

- a. Supporting personal and professional development of the Organization's members;
- b. Supporting the development of education, sciences, technologies and economy of Vietnam;
- c. Serving as a bridge for the bilateral relationship between the U.S. and Vietnam;
- d. Honoring individuals and groups including non VEFFA members who make outstanding contributions to the development of the Organization and/or to the development of education, sciences, technologies, and economy of Vietnam;

ARTICLE 3 OFFICES

The only office of the Organization is located at 2000 Kansas Avenue, White Oak, PA 15131. The Board of Advisers may at any time, or from time to time, change the location of the office from one location to another within the United States.

ARTICLE 4 MEMBERSHIP

- a. All individuals who are funded by VEF as either fellows or scholars are automatically the Organization's members.
- b. Individuals who are not in Article 4(a) may be eligible for the Organization's members if they show interest in, demonstrate abilities to the development of the Organization, and get approval from the Board of Advisers.

c. Benefits of members include:

- i. Participating in the Organization's activities;
 - ii. Eligible to elect to the Board of Advisers or the Board of Executives;
 - iii. Eligible to vote;
 - iv. Eligible to file a petition for changes in Organization's bylaws and activities and personnel of the Board and the Executives;
 - v. Shall be able to use for free all the services and resources offered by the Organization;
- d. Members who wish to withdraw their membership shall write an official letter to the Board. The Board then shall terminate the membership and make an official announcement that membership withdrawal case.
- e. Should a member conduct activities against the purposes the Organization or other members, the Board shall file a petition to expel that member from Organization. That member should be expelled via majority vote from the Organization's members.
- f. All members are responsible to pay dues for their membership. The annual membership fee shall be determined by the Board of Advisers based on the recommendation of the Board of Executives. The dues shall be collected at the annual meeting or other convenient means offered by the Board of Executives.

ARTICLE 5 STRUCTURE

- a. The Organization structure shall be divided into three major components: 1) the Board of Advisers, 2) the Board of Executives, and 3) the Members.
- b. The Board of Advisers shall represent the members to ensure all the activities are aligned with the Organization's purposes. Also the Board of Advisers shall monitor and provide advice to the Board of Executives in their daily operation. Details about benefits and responsibilities of the Board of Advisers are in Article 6.
- c. The Board of Executives shall direct the activities to implement the agenda defined by the Organization represented by the Board of Advisers towards the Organization's purposes. The Board of Executives reports directly to the Board of Advisers. Details about benefits and responsibilities of the Board of Executives are in Article 6.
- d. The Board of Advisers shall be in charge of strategic planning for the Organization. The Board of Executives shall be in charge of implementing action plans to achieve the goals defined by the Board of Advisers. The goals of the Board of Advisers and the actions of the Board of Executives must be in close alignment with clear understanding of the roles of each.

ARTICLE 6 BOARD OF ADVISERS

- a. The Board of Advisers shall include five members in which three voting members are the Organization's members and two non-voting members are individuals from outside of the Organization; it will be referred herein as "the Board".
- b. The term of the Board is three years. Each year, one of the voting members is replaced by a new member from the Organization.
- c. Every three years, the Organization's members shall vote to select the new Board including three members. The Organization's members shall also specify the chairperson of the Board. In addition, every year, the Organization members shall select one member to replace a voting member in the Board. All the voting shall be organized by the election committee.
- d. The chairperson shall appoint one of the voting members as the vice chairperson.
- e. The voting members are responsible to recruit two non-voting members from outside the Organization. The non-voting members' main responsibilities are to provide expert knowledge to the Board and the Board of Executives. The requirements for non-voting members shall be: 1) showing interest in helping the Organization achieve its goals, 2) having time to participate in the Board's activities, and 3) having expertise that the Organization needs.
- f. The Board shall represent the Organization in:
 - i. Defining specific goals for every fiscal year,
 - ii. Providing advice to the Board of Executives,
 - iii. Monitoring progress of the Board of Executives,
 - iv. Establish committees as needed,
 - v. Outlining public relations strategies to enhance the image of the Organization,
 - vi. Approving/Rejecting action plans and budget proposals,
 - vii. Petitioning to expel members including the Board of Executives.
- g. The Board shall serve without compensation from the Organization.
- h. The Board's member shall not serve more than two consecutive terms.
 - i. Should a member of the Board wish to leave his/her position, s/he shall send a resignation letter to the Board and the Organization's members and then transfer his/her responsibilities and documents/records to the Board.

- j. Should a position in the Board be vacant, if that position is chairperson, the vice chairperson will serve as the new chairperson. In other cases, the Board will establish a search committee to fill that position.
- k. The Organization's member can file a petition to dissolve the Board should the Board fail to fulfill the Organization's mission or work against the Organization's purposes.

ARTICLE 7 BOARD OF EXECUTIVES

- a. The Board of Executives shall implement action plan to achieve goals defined by the Board; it will be referred herein as "the Executives".
- b. The Executives include one Executive Director and a number of Executives from Organization's members as needed.
- c. The Executive Director is selected by the Organization's member via majority voting at the annual meeting. The Executive Director shall recruit other Executives from the Organization's members. Also the Executive Director is responsible to report to the Board about the Organization's activities twice a year or as needed.
- d. Should the Executive Director wish not to stay on board, s/he shall send an official letter to the Board and the Organization's members. S/he shall then transfer the responsibilities to the Board.
- e. Should the Executive Director fail to fulfill the organization mission or work against the Organization's purposes, the Organization's members can file a petition to force s/he out of position.
- f. Should the Executive Director position be vacant, the Board shall form a search committee to find a substitute for the Executive Director position.

ARTICLE 8 COMMITTEES

- a. The Board may establish committees as needed, such as fund raising, external affairs, award, etc.
- b. The Board appoints a chairperson for each committee it formed. The chairperson of each committee is responsible to report about committee's activities to the Board.

ARTICLE 9 REPORTS AND RECORDS

- a. The Executives are responsible for filing reports about the Organization. Also the Executive Director is responsible to report to the Board.
- b. The chairperson of the Board is responsible for presenting at the Organization's annual meeting the annual report of the Organization's activities during the previous year.
- c. The Organization shall keep correct and complete records and books of account and also shall keep minutes of the proceeding of the Board and committees having any of the authority of the Board.

ARTICLE 10 MEETINGS

- a. General meeting shall be held annually in conjunction with VEF annual meeting.
- b. The Board shall meet at least twice a year; one at the Organization's annual meeting and others may be via teleconferencing.

ARTICLE 11 ELECTION

- a. The election to select the new Board and the Executives shall be held at the Organization's annual meeting. In case it is unable to organize the election during the annual meeting, online voting shall be used instead.
- b. Three months before the Organization's annual meeting, the Board may form an election committee. The members of the election committee consisting of only Organization's members shall proposed an action plan for the election. This action plan must be approved by all the members via majority vote before being implemented.

ARTICLE 12 AWARDS

- a. The Organization shall present some awards to honor individuals or groups that make outstanding contributions to the development of the Organization or the development of education, sciences, technologies, or economy of Vietnam.

- b. The Board may decide the number of awards depending on the available resources of the Organization.
- c. Three months before the annual meeting, the Board may form an award committee for each type of award. Each committee shall propose an action plan of how to select winners to that award. The action plan must be approved by the Organization's members via majority vote before being implemented.

ARTICLE 13 COMMUNITY PROJECTS

- a. Any member or group of members may propose community projects as long as those projects serve the purposes of the Organization.
- b. Community projects must be approved by the Executives.
- c. The principal of each project has responsibility to report about the project's progress in the following cases: 1) as proposed milestones submitted to the Executives, 2) as requested by the Executives, or 3) as requested by at least five members.

ARTICLE 14 FISCAL YEAR

The fiscal year of the Organization shall begin on the first day of February and end on the last day of January in the following year.

ARTICLE 15 CONFLICT OF INTEREST

Any member of the Board who has financial, personal, or official interest in, or conflict with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse him/herself and will vacate his seat and refrain from discussion and voting on said item.

ARTICLE 16 DISSOLUTION

The Organization will exist until dissolved by majority vote of the Members.

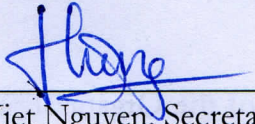
ARTICLE 17
ADMENDMENTS TO BYLAWS

- a. These bylaws may be altered, amended or replaced and new Bylaws may be adopted by majority vote of the Organization's members at any annual, regular, or special meeting, or online voting.
- b. Amendments to these bylaws may be proposed by petition of at least five percent of the Organization's members.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the presently elected and acting secretary of the Vietnam Education Foundation Fellows Association, a California nonprofit public benefit corporation, and the above bylaws, consisting of 8 pages, are the bylaws of this corporation as amended by the Board of Advisers on June 4, 2011, and they have not been amended or modified since that date.

Executed on June 4, 2011, at White Oak, Pennsylvania.



Hung Viet Nguyen, Secretary