

PROPOSED AMENDMENTS

BYLAWS

Bylaws of The Forum on Education Abroad, Inc. (Amended and Adopted May 25, 2016)

Article I. Name

Section 1.01. Name. The name of this corporation shall be Forum On Education Abroad, Inc., hereinafter referred to as “The Forum.”

Article II. Purpose

Section 2.01. Purposes.

A. The Forum is organized and shall be operated exclusively for charitable, scientific and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986 or corresponding section of a future federal tax code. No part of its earnings shall inure to the benefit of any member or officer nor shall any substantial part of its activities consist in carrying on propaganda or otherwise attempting to influence legislation, nor shall The Forum participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

B. Specific purposes for which The Forum is established are to:

1. Serve institutions and organizations that sponsor and support education abroad programs for students enrolled at U.S. colleges and universities in order to advance the field of education abroad;
2. Develop, disseminate and advocate comprehensive standards of good practice and ethics for the field of education abroad;
3. Promote excellence and best practices in curricular development and academic design;
4. Encourage outcomes assessment and quality improvement;
5. Collaborate with international member institutions and organizations to identify and facilitate best practices and standards for education abroad;
6. Facilitate data collection and research; and
7. Advocate on behalf of its members and for the field of education abroad at all levels.

Article III. Offices

Section 3.01. Registered Office. The registered office of The Forum in Delaware shall be The Brandywine Building, 1000 West Street, 17th Floor, Wilmington, Delaware, 19801, or at such other location as the Board may designate, not inconsistent with the requirements of its incorporation.

Section 3.02. Other Offices. The Forum may also have offices at such other places as the Board of Directors of The Forum may from time to time determine.

Article IV. Corporation Officers

Section 4.01 Officers. The Corporation Officers shall be a President and CEO (“President”) and such other officers and assistant officers as may be determined by the Board (or by the President, if so authorized by the Board) from time to time. Each Corporation Officer shall hold office until a successor is chosen and takes office, or sooner in the event of his/her death, resignation, removal or termination of employment. Any Corporation Officer, however appointed, may be removed by the Board whenever in its judgment the best interests of The Forum will be served, but such removal shall be without prejudice to the legal rights, if any, of the person so removed. A vacancy in any Corporation Office may be filled by the Board at any time.

Article V. Members

Section 5.01. Classes of Membership. Membership in The Forum shall consist of the following classes of members.

A. Governing Members, which shall consist of the members of the Board of Directors. The Governing Members shall be the only class of members to vote for the members of the Board of Directors. Sections 5.02 through 5.08 shall not apply to Governing Members.

B. Voting Members, which shall consist of educational institutions, consortia, agencies, organizations, companies and charitable foundations that provide or support education abroad opportunities for students at U.S. colleges and universities. Each voting member shall designate one representative to cast its ballot when votes are taken by The Forum; and

C. Non-Voting Members, which shall consist of individuals and organizations without voting privileges. Examples include, but are not limited to, additional individuals from member institutions, individuals whose institutions are not members, colleagues not currently working within or who are retired from the field as well as higher education membership associations with which The Forum has reciprocal non-voting memberships, and

D. Other classes of membership as the Board, from time to time, will determine.

Section 5.02. Application for Membership. Any entity or person who meets the above requirements for a particular class of membership shall be eligible to apply to become a member of The Forum upon the filing of an application on such form as approved by the Board.

Section 5.03. Admission to Membership. An application for membership shall be approved only upon satisfactory evidence as to the eligibility and fitness of an applicant to advance or support the goals of The Forum as set out herein.

Section 5.04. Certificate of Membership. A certificate of membership in such format as the Board may designate shall be issued to each member as evidence of membership in The Forum.

Section 5.05. Dues. The amount and schedule for payment of annual dues or other fees shall be as fixed by the Board with respect to existing and new members of each class of membership.

Section 5.06. Retention of Membership. Members of The Forum, in order to retain their membership, shall:

A. Endeavor to conduct their activities in a manner consistent with the *Standards of Good Practice for Education Abroad*;

B. Conform to and comply with these bylaws; and

C. Pay dues and other sums due in a timely fashion.

Section 5.07. Termination of Membership.

The Board, at its sole discretion may reject the application for membership or terminate a member's membership if it determines that such membership would not be or is no longer in the best interests of The Forum. Either requires an affirmative vote of not less than two-thirds (2/3s) of all members of the Board eligible to vote.

Section 5.08. Reinstatement of Membership. A former member may be reinstated to membership upon such terms as the Board may designate.

Article VI. Meeting of Members

Section 6.01. Location of Meetings. Every meeting of the members and of the Board of The Forum shall be held at such place in the State of Delaware, or elsewhere, as shall be designated in the call for, or in the waivers of notice of, such meeting.

Section 6.02. Annual Meetings. Annual meetings of members of The Forum shall be held at such times as the Board shall designate.

Section 6.03. Notice to Membership. Written notice of the annual or any special meeting shall be given to the membership personally or by first-class mail or electronically at least ten days, but not more than fifty days, prior to the date of the meeting. If mailed, such notice shall be deemed to have been given when deposited in the United States mail, with postage thereon prepaid, directed to the member at his address as it appears on the records of The Forum, or, if he shall have filed with The Forum office a written request that notices be mailed to some other address, then directed to such other address. The notice shall set forth the time, place, date and hour of the meeting, and, unless it is an annual or election meeting indicate that it is being issued at the direction of the person or persons calling the meeting. Notice of a special meeting shall also state the purpose or purposes for which the meeting is called. On any matter on the agenda on which the Board has voted or on which there has been a mail canvass, the notice shall set forth the result of the vote or canvass. Notice of any regular meeting shall be given to the membership at least ten days but not more than twenty days prior to the date of the meeting. The notice shall set forth the time, place and agenda for the meeting.

Section 6.04. Quorum. Twenty-five percent of members represented in person or by proxy shall constitute a quorum for the transaction of business at any meeting of members; but in the absence of a quorum, a majority of those present may adjourn the meeting to another time without notice, if the time, date and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken, and at the adjourned meeting any business may be transacted that might have been transacted on the original date of the meeting.

Section 6.05. Number. There shall be no less than one regular meeting of The Forum members within each fiscal year. That meeting shall be the annual business meeting, which takes place at The Forum Annual Conference.

Section 6.06. Time, Place and Agenda. The Chair shall designate the time, place and agenda for any meeting of The Forum members, except that a meeting shall be held within one month from the receipt by the Chair of a petition for a meeting, signed by at least one-third of the members of the Board or by at least fifty members, and the agenda for a meeting shall include the matter set forth in the petition. If the petition is not for a meeting, but for the inclusion of a matter on the agenda for a meeting, the matter shall be included on the agenda for a meeting no later than the first meeting held after one month from the receipt by the Chair of the petition. The Chair may, however, by written notice to the President and CEO of The Forum within the one-month period, direct that the matter first be referred to the Board, in which case the matter shall automatically be included on the agenda for the next Board meeting but in no event more than four months from the receipt by the Chair of the petition.

Section 6.07. Parliamentary Procedure. The Board shall adopt rules of parliamentary procedure for membership meetings.

Article VII. Voting

Section 7.01. Right to Vote. Each Voting member shall be entitled to one vote with respect to matters submitted to the membership. The vote shall be cast by the designated representative of a Voting Member.

Section 7.02. Effect of Vote at Meetings. At any meeting of the members of The Forum, each member present in person or by absentee ballot shall be entitled to vote. Absentee ballots may be obtained from the office of The Forum. Only ballots received by the office of The Forum at least five (5) days prior to the day of the meeting will

be counted. An absentee ballot shall be revocable at the pleasure of the person executing it. Such revocations can be made in writing which must be received by the office of The Forum at least five (5) days prior to the day of the meeting or by personal attendance at the meeting.

Section 7.03. Mail Ballot. A mail (postal or electronic) ballot shall be had (a) by vote of the Board; (b) by vote of a meeting, or; (c) upon receipt by the secretary of a petition for a mail ballot, signed by at least twenty-five members. On any matter on which a mail ballot is to be had, The Forum Office shall prepare the ballot and set forth in it a fair summary of the arguments pro and con, the results of any vote of the Board, and of any vote at a meeting. The ballot shall be sent to the members within twenty days from the time of the event that determines that there is to be a mail ballot. Only those ballots received at The Forum's office within twenty days from the date the ballot was sent to the members shall be counted. A majority vote of the members voting in the mail ballot shall constitute a vote of the membership.

Section 7.04. Mail Canvass. A mail (postal or electronic) canvass seeking the expression of opinion of the members of any matter shall be had: (a) by vote of the Board; (b) by vote of a meeting, as set forth herein, or; (c) upon receipt by the Secretary of a petition for a mail canvass, signed by at least twenty-five members. On any matter on which a mail canvass is to be had the Forum Office shall prepare the ballot and set forth in it a fair summary of the arguments pro and con, the results of any vote of the Board, and of any vote at a meeting. The ballot shall be sent to the members within twenty days from the time of the event that determines that there is to be a mail canvass. Only those ballots received at The Forum's office within twenty days from the date the ballot was sent to the members shall be counted. The results of the canvass shall not be binding.

Article VIII. Officers and Directors

Section 8.01. Definition. The business and affairs of The Forum shall be governed and controlled by the Board of Directors, hereinafter sometimes referred to as "the Board."

Section 8.02. The Board of Directors. The Board shall be self-perpetuating and shall consist of not fewer than nine directors affiliated both with member organizations and directors not affiliated with member organizations. The number of directors beyond the minimum of nine and, unless otherwise addressed by these bylaws, the manner of selection, succession, or replacement of directors shall be as determined, from time to time, by the Board. The Board shall also constitute the members of the organization, ex officio who shall have the right to vote for the governing body of the Organization (the Board of Directors) as set forth in the Delaware Corporate Code.

Section 8.03. General Powers. The Board may exercise all such powers of The Forum and do all such lawful acts and things as are not by statute, or by the Articles of Incorporation or by these Bylaws, directed or required to be exercised and done by the members. Without limiting the generality of the foregoing, the Board shall:

- A. Determine its own structure and operating procedures, which shall be made known to the membership in an appropriate and current written format.
- B. Review the conditions of employment of persons employed by The Forum.
- C. Approve policies bearing on all personnel matters, including anti-discrimination policies for all categories of employees.
- D. Appoint the President and CEO who shall be the chief executive officer of The Forum and assess his/her performance.
- E. Set and monitor the levels of executive compensation for the President and CEO ensuring such compensation is consistent with, supportive of, and appropriate to The Forum's mission and functions.
- F. Periodically undertake or authorize assessment of the Board's performance.
- G. Determine and periodically review the mission and purposes of The Forum.
- H. Have the power to authorize increases in The Forum's indebtedness and to mortgage and pledge its assets.

Section 8.04. Board Officers. The Board shall select a Chair who shall serve as the senior officer of The Forum and shall have such powers and duties as the Board may prescribe. He or she shall have general charge and supervision of the business of The Forum and shall exercise or perform all the powers and duties usually incident to the office of Chair. The Chair shall from time to time make or cause to be made such reports of the affairs of The Forum as the Board may require. The Chair shall serve as an ex officio member on all committees of the Board.

Section 8.05. Vice Chair; Powers and Duties. The Vice Chair shall, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair.

Section 8.06. Secretary; Powers and Duties. The Secretary shall perform the duties usual and incidental to the office that are required to be performed by law or assigned by the Board.

Section 8.07. Treasurer; Powers and Duties. The Treasurer, subject to the direction and oversight of the Board, shall oversee the financial affairs of The Forum.

Section 8.08. Committees. The Board may by resolution develop procedures for, create, and constitute such Committees as it determines necessary or convenient for the operation of the Board and of The Forum and assign to each Committee appropriate duties and responsibilities. All such committees, to the extent provided in the resolution, shall have and may exercise the powers and authority of the Board of Directors in the management of the business and affairs of the corporation, except in reference to powers or authority expressly forbidden such a committee by applicable statutory law, and may authorize the seal of the corporation to be fixed to all papers which may require it.

Section 8.09. Delegation of Duties. The Board shall adopt a procedure for the delegation or transfer of duties and responsibilities assigned to any office or Committee.

Section 8.10. Directors Terms and Term Limits. Directors shall serve three-year terms. Except as provided in Section 8.11, no director may serve more than three consecutive terms.

Section 8.11. Extension of Term of a Director Elected to an Office. Section 8.10 notwithstanding, any director who is elected to an office may serve an additional one or two years beyond the term limit set forth in Section 8.10 in order to serve a complete term as officer.

Article IX. The Forum Council

Section 9.01. Forum Council. The Board shall be advised by a Forum Council, the members of which shall be elected by the Voting Members. The Forum Council shall consist of fifteen (15) members, at least eight (8) of whom are representatives of Voting Members of The Forum, and shall be divided into three classes of five (5) members each. At each annual election, Forum Council Members shall be chosen for a three year term, as the case may be, to succeed those whose terms expire.

Section 9.02 Nominating Committee. Each spring a Nominating Committee of not less than three (3) nor more than five (5) members of the Forum Council appointed by the Chair of the Forum Council shall prepare a slate of nominees for election to the Forum Council by the Voting Members. The Forum Council Nominating Committee shall solicit nominations and volunteers from the membership, ensuring that an appropriate balance of interests and talents are available in the slate to ensure the proper functioning of the Council's Committees. The Nominating Committee shall conduct an election by soliciting the votes of the voting delegates and shall report the results of this election to the President and CEO of The Forum for dissemination.

Section 9.03 Changes to The Forum Council. A majority of the members of the Forum Council eligible to vote may propose the adoption of changes to its membership, structure and/or operation. Proposed changes shall become operative upon approval of The Forum Board.

Article X. Records

Section 10.01. Records. The Forum shall keep at its registered office or at its principal place of business, wherever situated, an original or duplicate record of the proceedings of the directors and the original or a copy of its Bylaws, including all amendments and alterations thereto to date, and a register, giving the names and addresses of the members of the Board. The Forum shall also keep complete and accurate books or records of account.

Section 10.02. Right of Inspection. Every member of the Board shall, upon written demand under oath stating the purpose thereof, have a right to examine, in person or by agent or attorney, during the usual hours for business for any proper purpose, one reasonably related to the interest of such person as a member of the Board, books and records of account, and records of the proceedings of the directors, and to make copies or extracts therefrom.

Section 10.03. Execution of Written Instruments. All contracts, deeds, mortgages, obligations, documents and instruments, whether or not requiring a seal, may be executed by the Chair and attested in such a manner as specified by the Board. All checks, notes, drafts and orders for the payment of money shall be signed by such one or more officers or agents as the Board may from time to time designate.

Article XI. Miscellaneous Provisions

Section 11.01. Indemnification of The Board And Officers. The Forum shall, to the fullest extent permitted by law, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (and whether brought by or in the right of The Forum) by reason of the fact that he is or was a Board member, or is or was serving at the request of The Forum as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit or proceeding.

Section 11.02. Fiscal Year. The fiscal year of The Forum shall end on the thirtieth day of June of each year or as otherwise provided by resolution of the Board.

Article XII. Amendment of Bylaws

Section 12.01. Amendments. These Bylaws may be altered, modified, amended, supplemented or repealed by a majority vote of the Members of The Forum at any annual or special meeting of the Members, duly convened after notice to the Members for that purpose; or by unanimous written consent or consents of all of the Members, without a meeting. The notice of the meeting in which the Bylaws may be amended and/or the written consent of Members shall set forth the proposed amendment to the Bylaws.

Article XIII. Irrevocable Dedication; Dissolution and Reversion

Section 13.01. Irrevocable Dedication. The Forum is not organized, nor shall be operated, for a pecuniary gain or profit. The property, assets, profits and net income of The Forum are irrevocably dedicated to religious, charitable, scientific and educational purposes, and no part of the profits or net income shall inure to the benefit of any officer or member thereof.

Section 13.02. Dissolution. Should The Forum cease to act and be dissolved, its property and assets then remaining shall be paid over to and become the property of a charitable organization designated by the Board provided, however, that payment shall be made hereunder only to such corporations, trusts, foundations, or other organizations which are organized and operated exclusively for religious and/or charitable educational or scientific purposes and which are exempt from Federal income tax under Section 501(a) of the Internal Revenue Code (the "Code") as now enacted or as may hereafter be amended as organizations described in Section 501(c)(3) of the Code. In the event that the organizations herein above named shall not qualify hereunder, the amount which it would have received upon dissolution shall be paid over to one or more other qualifying organizations.

Article XIV. Effective Date

Section 14.01. Effective Date. These Amended Bylaws shall take effect immediately. ADOPTED, this 25th day of May, 2016.