

BY-LAWS FOR THE BOARD OF DIRECTORS¹

VIETNAM EDUCATION FOUNDATION

1. Establishment

The Board of Directors of the Vietnam Education Foundation (hereinafter referred to as the Board) is established under the provisions of the Vietnam Education Foundation Act of 2000 (hereinafter referred to as the Act), as enacted by section 1(a)(4) of Public Law 106-554 and contained in Appendix D of that Act: 114 Stat. 2763A-255; and as amended by Public Law 127-229, 116 Stat. 1369

2. Functions and Duties

As the body authorized by the Act to select persons to participate in the international fellowship program between the United States and Vietnam established by Sec. 206 of the Act and to provide overall supervision and direction of the Vietnam Education Foundation (hereinafter referred to as the Foundation) established by Sec. 204 of the Act, the Board shall endeavor to carry out the purposes of the Act as defined by Sec. 202, that is:

- (1) “to establish an international fellowship program” under which Vietnamese nationals can undertake graduate and post-graduate level studies in the sciences (natural, physical, and environmental), mathematics, medicine, and technology (including information technology) in the United States and United States citizens can teach in these fields in academic institutions in Vietnam; and
- (2) “to further the process of reconciliation between the United States and Vietnam and the building of a bilateral relationship serving the interests of the both countries.”

In the discharge of its responsibilities the Board shall:

1. Select all candidates for awards, both Vietnamese and American, qualified to participate in the fellowship program and establish the criteria for the selection of such individuals, as the Board may deem appropriate. Such criteria will include, but not be limited to, the basic criteria set forth in Sec. 206(b) of the Act. For the purpose of selecting candidates, the Board will formulate and develop policies and adopt regular procedures.

¹ Revised July 13, 2012. By-Laws initially adopted by the Board of Directors of the Vietnam Education Foundation in September 2002 and revised on the following dates: July 15, 2010, and July 15, 2011.

2. Make decisions regarding the development and expansion of the fellowship programs to ensure that fellowships will be extended to candidates in all fields set forth under Sec. 202(1) of the Act, and take other steps as necessary to provide overall supervision and direction of the Foundation.
3. Appoint an Executive Director, who shall serve as the Chief Executive Officer of the Foundation to carry out the functions of the Foundation under the supervision and direction of the Board. Prescribe any other functions to be performed by the Executive Director consistent with the Act.

3. Membership

1. As specified in Sec. 205(a) of the Act, the Board shall consist of thirteen members: two members of the House of Representatives, one from the majority leadership and one from the minority leadership; two members from the Senate, one from the majority leadership and one from the minority leadership; Secretary of State; Secretary of Education; Secretary of Treasury; and six members appointed by the President from the nongovernmental sector. Congressional members serve as ex-officio, nonvoting members.
2. As specified in Sec. 205(a) (6) of the Act, the President shall appoint six members “from among individuals in the nongovernmental sector who have academic excellence or experience in the fields of concentration specified in section 202 (1 (A) or a general knowledge of Vietnam, not less than three of whom shall be drawn from academic life.”
3. As specified in Sec. 205(g), presidential appointees “shall be special Government employees, as defined in section 202(a) of title 18, United States Code.”

4. Compensation, Reimbursements, and Travel

1. As special Government employees, each member of the Board shall serve without annual salaried compensation for his or her services. However, as specified in Sec. 205(f)(3), presidential appointees “shall be paid at the daily equivalent of the rate of basic pay payable for positions at level V of the Executive Schedule under section 5316 of title 5, United States, Code, for each day (including travel time) during which the member is engaged in the actual performance of duties as a Board member.”
2. While compensation is available, presidential appointees may choose not to claim this compensation. In the event such compensation is waived, signed releases will be filed by each Board member at each Board meeting.
3. The payment of Board member compensation as specified in Sec. 205(f)(3) shall be limited to travel and performance time specifically related to quarterly Board

meetings or Board meetings called by the Chair. Requests for reimbursement for travel and compensation for performance of VEF business in addition to that associated with such Board meetings must receive the prior approval of a majority of the Board.

4. As provided for by Sec. 205 (f)(2) members of the Board “shall be allowed travel expenses, including per diem in lieu of subsistence at rates authorized for employees of agencies under sub-chapter 1 of chapter 57 of Title 5, Unites States Code, while away from home or regular places of business in performance of service for the Board.”
5. Regarding travel by Board members on VEF business approved by the Board, according to Sec. 205(h), members of the Board “shall be subject to the same travel regulations as apply to officers and employees of the Department of State.” More specifically, domestic and foreign Board Member travel is subject to the Federal Travel Regulations as articulated at the General Services Administration website (http://www.gsa.gov/HP_01_Requested_regulations).
6. Domestic travel wholly within the United States is only authorized at the economy level. If there is an extra charge for First or Business Class, the Board Member must pay for the upgrade. Travel reservations must be made through the VEF authorized travel agent, Omega World Travel. If flights are booked otherwise, through another agent or online, VEF can only refund up to the maximum amount that Omega would have charged for the flight. Hotel reservations should be made as soon as possible and must conform to no more than the Federal Government rate allowable for the specific location.
7. Given the significant expenses associated with international travel, Board member travel to Vietnam will be limited to occasions where Board member participation is deemed essential to the orderly and necessary conduct of VEF business. New Board Members will be encouraged to travel one time to Vietnam as a part of an orientation to VEF business. Any repeat travel to Vietnam by Board Members will be closely monitored and in all instances, Board member travel to Vietnam will require the prior approval of a majority of the Board. When approved, all such travel will be conducted in accordance with the Federal Travel Regulations referenced in paragraph 5 above.

5. Term of Membership

1. As designated in Sec. 205(b)(1) of the Act, the term of each member appointed by the President shall be three years, except for those initially appointed to the Board.
2. As designated in Sec. 205(b)(2) of the Act, members of Congress appointed to the Board may not serve on the Board for more than a total of six years.

3. As designated in Sec. 205(b)(3)(A) of the Act, any Board member “appointed to fill a vacancy prior to the expiration of the term for which his or her predecessor was appointed shall be appointed for the remainder of such term.”
4. As designated in Sec. 205(b)(3)(B) of the Act, “[u]pon the expiration of his or her term of office, any member may continue to serve until a successor is appointed.”

6. Committees

1. The Board may approve the establishment of special committees, composed of its members, to study and report upon matters under consideration by the Board.
2. The Board may authorize such committees to take specific action upon matters within the competence of the Board.
3. The Chairperson of a Board committee is appointed by the Chairperson of the Board and serves for the duration of his or her term.

7. Standing Committees

1. Finance Committee. The VEF Finance Committee is a regular standing committee, consisting of up to six Board members: up to four Board members who are presidential appointees and who are recommended by the Chair of the Board and appointed by a majority vote of the Board, and up to two board members representing the cabinet federal agencies. Members of the Finance Committee continue to serve on the Finance Committee during their tenure on the Board. The Finance Committee serves the Board by considering issues in depth that involve the VEF budget, audit, and other financial matters. The Finance Committee, which works on consensus, presents to the full Board its recommendations. The Chairperson of the Board may not concurrently serve as the Chair of the Finance Committee.
2. Selection and Review Committee. The VEF Selection and Review Committee (SRC) reviews criteria and processes for the application and selection process of VEF programs in order to recommend adoption and approval to the full Board of Directors and to recommend the list of finalists for all programs at the appropriate Board Meetings. The committee will be comprised of at least three members who are involved in academia or have extensive experience with fellowship/grant selection processes. The Chair of the SRC will report on the review outcomes at the April and November Board meetings. The Chairperson of the Board may not concurrently serve as the Chair of the Selection and Review Committee.
3. Outreach Committee. The VEF Outreach Committee is a regular standing committee, consisting of up to six Board members: up to four Board members who are presidential appointees and who are recommended by the Chair of the Board and

appointed by a majority vote of the Board, and up to two members representing the cabinet Federal agencies. The Outreach Committee considers how to enhance recruitment of program participants, foster relationships with all relevant stakeholders in multiple communities, and engage constituencies in both the United States and Vietnam to fulfill the mission of VEF.

8. Officers

1. The voting members of the Board shall elect a Chairperson from among those members appointed by the President, as stated in Sec. 205(c) of the Act. The Chairperson shall serve as the Presiding Officer of the Board.
2. The Chairperson shall be elected by majority vote of the voting members of the Board for the duration of his or her term.
3. No member shall serve more than three consecutive years as Chairperson.

9. Duties of the Chairperson

The Chairperson shall:

1. Call meetings of the Board and approve its agenda.
2. Appoint and instruct all special committees and consult with such experts as he or she may deem necessary. However, no such expert shall be entitled to compensation or expenses unless approved by a majority of the voting members of the Board.
3. Preside over all meetings of the Board, or in his or her absence, appoint a member of the Board to preside.
4. Participate in the Executive Committee (EC) meetings, both for Finance and Administration and for Programs and Operations, which occur between Board meetings and are scheduled by the Executive Director. (See Appendix A for descriptions of the Executive Committees.)
5. Perform such other duties as shall be necessary in order to fulfill the Board's responsibilities as set forth in these By-Laws, Section II. Functions and Duties, and as stipulated in the Act.
6. Shall coordinate with the VEF Executive Director and Director of Finance and Administration to ensure that the Office of Management and Budget is properly informed of Board approval of each annual budget, per the operating policies and procedures of OMB.

10. Meetings

1. The Board shall meet at the call of the Chairperson, as described in Sec. 205(d) of the Act.
2. All meetings shall be in accordance with an agenda formulated or approved by the Chairperson.
3. The Board shall meet not less frequently than two times each calendar year, as described in Sec. 205(d) of the Act.
4. In all meetings for the transaction of business, five voting members, which is a majority of the voting members of the Board, shall constitute a quorum, as described in Sec. 205(d) of the Act.
5. In all meetings for the transaction of business, presidentially appointed Board members shall be present either in person or via teleconference or similar means of remote participation. Presidentialy appointed Board members shall not appoint or assign a delegate or other person to represent them at Board meetings for the conduct of official business and shall not delegate their votes to proxies to make on their behalf.
6. Meetings may be held from time to time in different regions of the United States and in Vietnam.
7. Minutes shall be taken of all regular meetings of the Board and shall be available to all members. However, the Chairperson may determine that a verbatim transcript of certain proceedings be taken. The minutes shall contain, as a minimum, a record of persons present, a description of matters discussed and conclusions reached, and copies of all reports received, issued, or approved by the Board. The voting members of the Board approve the minutes of preceding meetings.

11. Voting Procedure

1. All decisions of the Board, except the election of officers (see these By-Laws Section VI.2), shall require an affirmative vote of the majority of the members present to include members present via teleconference.
2. At the discretion of the Chairperson, votes may be cast when necessary by electronic means.
3. As stated in Sec. 208(a) of the Act, at least six of the nine voting members must approve the decision to employ or terminate the Executive Director.

12. General Provisions

1. The preceding provisions in By-Laws Section IX shall be applicable also to the meetings of any special committees of the Board.
2. In so far as they are not in conflict with the provisions of the Act, or any statute, order, or regulation, amendments to the By-Laws may be made at any time by majority vote of the voting members of the Board.
3. To ensure these By-Laws remain current and relevant to VEF Board activities and business, the Board of Directors shall conduct an annual review of the By-Laws at each July Board meeting. VEF Board members and VEF staff are encouraged to submit recommended changes to the by-laws at any time to the Chair of the Board. Additional changes and amendments to the By-Laws may occur at any time deemed necessary and appropriate by the Board.

APPENDIX A

Executive Committee for Finance and Administration (EC-FA)

DESCRIPTION

The purpose of the EC-FA is multifaceted: (1) for Board members to discuss and monitor more detailed VEF financial and administrative matters; (2) for VEF staff to keep Board members informed of such details between VEF Finance Committee meetings and regular Board of Directors meetings; and (3) to take actions as needed to assure sound financial and administrative practices of VEF and to comply with relevant U.S. Federal Government regulations. As needed, the Board members, who sit on the EC-FA, may decide to take issues to the full Board in advance of an upcoming Board meeting.

Regular EC-FA members include the Chairperson of the Board, the Chair of the Board Finance Committee, the Executive Director, and the Director of Finance, Accounting and Administration. As needed or requested, the Chair of the Fundraising Committee and the Country Director may join the meetings, while they are kept informed of the dates, time, and agendas for upcoming EC-FA meetings.

The EC-FA meets via phone conferences typically once per month between VEF Board of Directors meetings, depending on actions that need to be taken. Notes are taken, resulting in a summary posted for access by members of the EC-FA.

Executive Committee for Programs and Operations (EC-PO)

DESCRIPTION

The purpose of the EC-PO is multifaceted: (1) for the Board member(s) to discuss and monitor more detailed VEF program and operations matters; (2) for VEF staff to keep the Board member(s) informed of such details between VEF Board of Directors meetings; and (3) to take actions as needed to assure sound practices of VEF and to comply with relevant U.S. Federal Government regulations. As needed, the Board member(s), who sit on the EC-PO, may decide to take issues to the full Board in advance of an upcoming Board meeting.

Regular EC-PO members include the Chairperson of the Board, the Executive Director, the Senior Program Officer, and the Country Director in Hanoi. As needed or requested, others may join the meetings.

The EC-PO meets via phone conferences typically once per month between VEF Board of Directors meetings, depending on actions that need to be taken. Notes are taken, resulting in a summary posted for access by members of the EC-PO.