

Milbank

Final Draft, November 2007

REVISED BYLAWS
OF
THE AMERICAN ACADEMY OF DIPLOMACY

REVISED BYLAWS OF THE AMERICAN ACADEMY OF DIPLOMACY

Article I

The American Academy of Diplomacy is a private, non-profit, non-partisan corporation of elected members who have held positions of major responsibility in the formulation and implementation of American foreign policy. Its mission is dedicated to the pursuit of excellence in the practice of American diplomacy, and to increased public understanding of its importance to the nation.

The Academy defines diplomacy as “the management through dialogue and negotiation of relations between governments and peoples in support of national interests.” It focuses the expertise of its members on ways to enhance the practice of American diplomacy as an essential tool in the promotion of US values, security, and prosperity.

Article II

Members

SECTION 1 CLASSES AND SIZE OF MEMBERSHIP

The following are the classes of members of the Academy:

- *general members* (referred to as members herein), who shall (a) be elected as herein provided, (b) be limited in number as established from time to time by the Board, (c) have full voting rights as herein provided, and (d) be obligated to pay dues or assessments or other charges as determined by the Board from time to time;
- *honorary members*, who shall have voting rights but no obligation to pay dues, assessments, or other charges, and which class shall include all former Secretaries of State, as well as other distinguished citizens who may be selected by the Board because of their outstanding contributions to American diplomacy.
- *members in government service*, who shall be members who return to full-time government service and thereupon shall automatically be designated as such, and shall not during that service have voting rights or the obligation to pay dues, assessments, or other charges, nor be entitled to any of the rights and privileges of a member of the Academy. Upon leaving full-time government service, such a member shall automatically be restored to full membership.

Notwithstanding the foregoing, members who are seventy-five years or older at the time these Revised Bylaws are adopted, previously designated as “senior” members, will retain their voting rights and shall continue to have no obligation to pay dues,

assessments, or other charges.

A member may be suspended or expelled in accordance with section 4 of this Article. A member may resign in accordance with Section 5 of this Article or may be reinstated in accordance with Section 6 of this Article.

SECTION 2 NOMINATION AND ELECTION OF MEMBERS

If and to the extent that the number of members of the Academy is below the limit then in effect, the Board, drawing upon recommendations from the Membership Committee, shall annually nominate a list of candidates for membership, taking account of the criteria for membership listed in the Annex to these bylaws. The nominees shall be subject to election by the members. Additionally, in order to strengthen the composition of the Academy, the Board may each year elect directly not more than two qualified individuals to membership. Individuals elected to membership shall become members upon acceptance of membership and payment of annual dues.

SECTION 3 VOTING RIGHTS

Each member in good standing shall be entitled to one vote on each matter submitted to a vote of the members. Members shall be elected by a majority of votes cast in an election, which may be conducted without a meeting (by mail, fax or email).

SECTION 4 TERMINATION OF MEMBERSHIP

The Board, by affirmative vote of two-thirds of all of the members of the Board, may suspend or expel a member of the Academy whenever, in the judgment of the Board, the best interests of the Academy would be served thereby, including the suspension or expulsion of any member who shall be in default in the payment of dues. (see also Article XI, Section 3)

SECTION 5 RESIGNATION

Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued or unpaid.

SECTION 6 REINSTATEMENT

On written request signed by a former member and filed with the President, the Board, by the affirmative vote of a majority of the members of the Board in office, may reinstate such former member to membership on such terms as the Board may deem appropriate.

SECTION 7 TRANSFER OF MEMBERSHIP

Membership in this Academy is not transferable or assignable.

Article III

Meetings of Members

SECTION 1 ANNUAL MEETING

An annual meeting of the members of the Academy for the election of Directors and the transaction of such other business as may properly come before the meeting, shall be held in each year at a time and place to be determined by the Chair and the President of the Academy.

SECTION 2 SPECIAL MEETINGS

Special meetings of the members may be called at any time by the Board or by the President at the written demand of at least fifteen members entitled to vote. Any such call or demand shall state the purpose or purposes of the proposed meeting. Special meetings shall be held at such place within or without the District of Columbia as may be specified in the notice thereof.

SECTION 3 NOTICE OF MEETINGS

Written notice stating the place, day, hour and purpose of any annual or special meeting of members shall be delivered to each member entitled to vote at such meeting, not less than ten or more than ninety days before the date of such meeting.

SECTION 4 QUORUM AND ACTION

Twenty-five members, present in person or by proxy hereunder, shall constitute a quorum at such meeting. Action by the membership shall be by vote of a majority of members present (in person or by proxy permitted hereunder) at a duly called meeting at which a quorum is present as aforesaid, unless a greater vote is required by law or these Bylaws.

SECTION 5 PROXIES

At any meeting of members, a member entitled to vote may vote by proxy, executed in writing by the member or by his or her duly authorized attorney in fact, and in such form as the Board may prescribe. No proxy shall be valid after eleven months from the date of execution.

Article IV

Board of Directors

SECTION 1 GENERAL POWERS

The affairs of the Academy shall be managed by the Board of Directors. Directors need not be residents of the District of Columbia, but must be members of the Academy in good standing at all times during their service as Directors.

SECTION 2 DIRECTORS

There shall be no more than 25 Directors constituting the Board (such number being exclusive of any chairperson of a committee who shall have become a Director by reason of Section 1 of Article V). A standing Membership Committee shall annually, in consultation with the Chair, the Vice Chair of the Board, and the President, develop a slate of candidates to fill vacancies on the Board anticipated at the end of each calendar year, the slate to be submitted to the Executive Committee and with its endorsement to the Board for its approval. New Board members approved by the Board must be ratified at the next annual meeting of the membership, or alternatively by ballot of all members. Board membership shall be limited to two consecutive three-year terms, but with reelection possible after a two-year interval has elapsed.

SECTION 3 CHAIR AND VICE-CHAIR

The Chair of the Board, who shall be elected by the Directors at the first meeting following each annual meeting of the members, shall preside at all meetings of the members and the Board at which he or she is present and shall perform such other duties as the Board may designate.

The Vice-Chair of the Board, who shall be elected by the Directors annually, shall have such powers and perform such duties as the Board or the Chair may designate. In the absence or inability to act of the Chair, unless the Board shall otherwise provide, the Vice-Chair shall perform all the duties and may exercise any of the powers of the Chair.

SECTION 4 *EX-OFFICIO* OBSERVERS

The President, the Secretary, the Treasurer, committee chairs who are not also members of the Board, former Chairs of the Board, and former Presidents of the Academy, shall serve as *ex-officio* observers at meetings of the Board. The Presidents of the Council of American Ambassadors and the Association for Diplomatic Studies and Training, and the Executive Director of the Una Chapman Cox Foundation shall also be invited to serve as *ex-officio* observers, but shall not be included in the Academy's membership by virtue of that service. *Ex-officio* observers will not be deemed to be Directors (and thus will not be counted as within the number of Directors provided for in Section 2 of this Article) nor have any voting rights on the Board, but shall be entitled to receive notice of, to attend and to participate in, meetings of the Board.

SECTION 5 MEETINGS

The Board shall meet three times per year or more, at dates and times determined by the Chair and President. Special meetings of the Board may be called by or at the request of the Chair, the President, or any five Directors.

SECTION 6 NOTICE

Notice of meetings of the Board shall be given at least two days previously thereto to each Director at his or her address as shown by the records of the Academy.

SECTION 7 QUORUM

A majority of the Board then in office shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of Directors is present at any meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice, except announcement of such adjournment at such meeting.

SECTION 8 MANNER OF ACTING

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law or by these Bylaws.

SECTION 9 VACANCIES

Any vacancies occurring on the Board shall be filled by the vote of the Directors then in office. A Director appointed to fill a vacancy shall serve for the unexpired term of his or her predecessor in office.

SECTION 10 REMOVAL AND RESIGNATION

The Board, by two-thirds vote of the Directors then in office, may remove from office any Director whenever, in the judgment of the Board, the best interests of the Academy would be served thereby. Any Director may also be removed by the affirmative vote of two-thirds of the members present at any duly constituted meeting. Any Director may resign as such at any time by filing a written resignation with the Chair or the President.

SECTION 11. COMMITTEES OF THE BOARD

The Board may from time to time constitute any committee of Directors for any purpose deemed appropriate by the Board, the members thereof being selected in such manner as the Board shall determine, it being understood that no such committee, with the sole exception of the Executive Committee, shall exercise any of the powers of the Board.

SECTION 12. MEETINGS BY CONFERENCE PHONE; ACTION BY WRITTEN CONSENT

Any one or more members of the Board or any committee thereof (including the Executive Committee) may participate in a meeting of such Board or committee by means of a conference (audio or video) phone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting. Unless otherwise restricted by the Certificate of Incorporation or these By-Laws, any action required or permitted to be taken by the Board or any committee thereof (including the Executive Committee) may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. Each resolution so adopted and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.

Article V

Executive Committee

SECTION 1 MEMBERSHIP

The Chair of the Board, or in his or her absence the Vice Chair, shall preside over meetings of the Executive Committee. Other members shall include the President, the Secretary, the Treasurer, and the chairpersons of all Academy committees established under Article VII, and two additional voting members of the Board to be nominated by the Chair and approved by the Board. If a chairperson of a standing committee (see Article VII Section I) is not at the time a member of the Board, he or she shall automatically become a voting member of the Board for the duration of his or her chairmanship.

SECTION 2 POWERS AND AUTHORITIES

During interim periods between meetings of the Board, the Executive Committee shall exercise the full authority of the Board in the management of the Academy, referring those matters for final decision to the full Board when specifically required by these Bylaws, and on other specific issues as may be deemed necessary or desirable by the Chair or by a majority of the members of the Executive Committee present and voting, except that the Executive Committee shall not have authority as to the following matters: (a) the filling of vacancies in the Board, the Executive Committee or in any other committee of the Board; (b) the fixing of compensation of the Directors for serving on the Board or on any committee thereof; (c) the amendment or repeal of the By-Laws or the adoption of new By-Laws; (d) the amendment or repeal of any resolution of the Board that by its own terms shall not be so amendable or repealable ; or (e) the removal of Directors.

SECTION 3 MEETINGS

The Executive Committee shall meet as frequently as required at the request of the Chair or the President. Notice of meetings shall be conveyed to Executive Committee members at least two days in advance. A quorum for transaction of business shall be a majority of the voting members of the Executive Committee.

SECTION 4 VOTING

The Executive Committee shall act by vote of a majority of those voting members thereof present at a meeting at which a quorum is present. Only voting members of the Board may vote in the Executive Committee.

SECTION 5 RECORD OF DECISIONS

Minutes will be kept for all Executive Committee meetings and promptly distributed to all members of the Board by the President.

Article VI

Officers, Agents, and Employees

SECTION 1 GENERAL PROVISIONS

The officers of the Academy shall be a President, a Secretary, a Treasurer, and such other officers as the Board may determine. Officers shall be appointed by the Board and their terms, duration, and type and level of remuneration shall be at the Board's discretion.

SECTION 2 POWERS AND DUTIES OF THE PRESIDENT

The President shall be the chief executive officer of the Academy and shall represent the Academy to the public and on all appropriate public occasions. He or she shall have general charge of affairs of the Academy, and will be responsible for implementing decisions of the Board and the Executive Committee. He or she shall have day to day responsibility for managing the Academy's funds, may employ and discharge employees and agents, except such as shall be appointed by the Board, and may delegate any of the aforementioned powers. The President will be an *ex-officio* member of all Academy committees, except the Audit Committee

SECTION 3 POWER AND DUTIES OF THE SECRETARY

The Secretary, as directed by the President, shall oversee and concur in the minutes and proceedings of the Board and the Executive Committee; shall assist as required in the giving of all necessary notices to members and Directors; shall have charge of the seal of the Academy, and shall attest the same by her or his signature whenever required; shall oversee maintenance of the record of members of the Academy, and all other permanent records of the Academy, and of such other books and papers as the Board may direct; and shall serve as parliamentarian of the Academy.

SECTION 4 POWERS AND DUTIES OF THE TREASURER

The Treasurer shall have overall responsibility for all the funds of the Academy. However, the Board may assign the day to day financial operations of the Academy to the President, including endorsing funds for deposit or collection when necessary, and depositing the same to the credit of the Academy. Similarly, the President or the Treasurer may endorse all commercial documents requiring endorsement for or on the behalf of the Academy, may sign all receipts for payments made to or by the Academy, and shall have such other powers and duties as may be assigned to him or her by the Board. The Treasurer shall serve *ex-officio* on the Finance Committee.

Article VII

Other Committees

SECTION 1 STANDING COMMITTEES

Standing committees of the Academy, in addition to the Executive Committee, shall be the Finance Committee, the Capital Development Committee, the Membership Committee, the Program Committee, the Congressional Committee, and the Audit Committee. The Chairs of these standing committees shall be selected by the Executive Committee, shall be members of the Executive Committee, and shall designate a Vice-Chair. At least two members of each standing committee shall also be a voting member of the Board. Other members must be members of the Academy in good standing and should be appointed by the President in consultation with the committee chair. Standing committees, except for the Audit Committee, will report both to the Executive Committee and to the Board.

SECTION 2 AUDIT COMMITTEE

The Audit Committee is a separate Standing Committee. It must be chaired by a voting member of the Board and include at least one other such Board member. The Audit Committee will make such recommendations as it shall see fit in the area of corporate governance and shall supervise the work of the Academy's outside auditor, and will report its findings directly to the full Board, as will the outside auditor.

SECTION 3 OTHER COMMITTEES

The Board may establish other committees of the Academy to carry out the Academy's various programs or activities. The chairs of such committees may be either voting Board members or other Academy members in good standing, but all such committees must include at least two voting Board members. Committee chairs shall be appointed by the Executive Committee and shall designate a vice-chair. Other members may be appointed by the President in consultation with the committee chair.

SECTION 4 LIMITS ON COMMITTEE MEMBERSHIPS

No Academy member may serve on more than two committees, in addition to the Executive Committee, without a special waiver for unusual circumstances from the Chair of the Board.

SECTION 5 REMOVAL OF MEMBERS

Any member of any committee established under this Article VII may be removed by Board or the Executive Committee whenever, in its judgment, the best interests of the Academy shall be served thereby.

Article VIII

Indemnification

Each person who was or is made a party or is threatened to be made a party to or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a “proceeding”), by reason of the fact that he or she or a person of whom he or she is the legal representative is or was a director, officer or employee of the Academy or is or was serving at the request of the Academy as a director, officer, employee or agent of any other corporation or of a partnership, joint venture, trust or other enterprise, (hereinafter an “indemnatee”), whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified and held harmless by the Academy (whether by way of reimbursement or advancement of expenses) to the fullest extent authorized by applicable law, against all expense, liability and loss (including settlement amounts, attorneys’ fees, judgments, fines, taxes and penalties reasonably incurred by such indemnatee in connection therewith).

Notwithstanding the foregoing, for any period during which the Academy may be a private foundation within the meaning of Section 509 of the Code, the Academy shall not indemnify any such person to the extent such indemnification would constitute an act of self-dealing under Section 4941 of the Code.

The right to indemnification conferred herein shall be a contract right and such right shall continue as to an indemnatee who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the indemnatee’s heirs, executors and administrators. Any repeal of this Article VIII shall be prospective only and no repeal or modification of this Article VIII shall adversely affect any right or protection that is based upon this Article VIII and pertains to an act or omission that occurred prior to the time of such repeal or modification. This Article VIII shall be effective to provide any right or protection to any person with regard to any act or omission that occurred prior to the adoption of this Article VIII.

Article IX

Certificates of Membership

When a member has been elected to membership and has paid any the dues that may then be required, a certificate of membership shall be issued in his or her name and delivered to him or her by the President.

Article X

Checks, Notes, Drafts, Etc.

Checks, notes, drafts, acceptances, bills of exchange, and other orders and obligations for the payment of money shall be signed by the President, the Treasurer, or other person or persons as the Board shall from time to time authorize.

Article XI

Books and Records

The Academy shall keep correct and complete books and records of the accounts, audits, etc. and shall also keep minutes of the proceedings of Academy members and of Board, the Executive Committee, and the Membership Committee. It shall keep at the principal office of the Academy a record giving the names and addresses of the members entitled to vote. All books and records of the Academy may be inspected by any member, his agent or attorney, for any proper purpose at any reasonable time. Records of all other committee proceedings shall be maintained by committee chairs and passed on to their successors. Copies of significant committee records shall also be maintained centrally in the Academy's offices.

Article XII

Dues

SECTION 1 ANNUAL DUES

The Board shall determine from time to time the amounts of annual dues payable to the Academy by members, and the President shall give appropriate notice thereof to the members.

SECTION 2 PAYMENT OF DUES

Dues shall be payable each year in advance, on or before a date selected by the Board.

SECTION 3 DEFAULT AND TERMINATION OF MEMBERSHIP

When any member is in default in the payment of dues, such membership should be terminated by the Executive Committee, provided that repeated notification has been sent to the member in default and that a grace period of one year has elapsed.

Article XIII

Seal

The seal of the Academy shall be circular in form and contain the name of the Academy, the year the Academy was formed, and such other material as the Board may prescribe or as may be required by law. The Academy may use the seal by causing it or a facsimile to be affixed or impressed or reproduced in any manner.

Article XIV

Fiscal Year

The fiscal year of the Academy shall be the calendar year.

Article XV

Notices and Waivers Thereof

Whenever any notice is required to be given under the provisions of the District of Columbia Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws of the Academy, to the fullest extent permitted by law: (i) such notice shall be considered to be in writing and effective if delivered in person, by courier, by mail, by fax or by email, and (ii) a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article XVI

Amendment of Bylaws

These Bylaws may be altered, amended or repealed, or new Bylaws may be adopted, by resolution approved by a majority of the Directors then in office. Such changes may be adopted at any regular meeting of the Board, at any special meeting, if in each case at least 10 days' notice is given of intention to alter, amend, or repeal or to adopt new bylaws (containing the text thereof) at such meeting; provided that any alteration or amendment or new bylaw affecting Article VIII shall be consistent with the last paragraph thereof, and neither the first sentence of Section 10 of Article IV may be altered, amended, or repealed, nor may any new bylaw inconsistent therewith be adopted, unless the aforesaid resolution

shall have been approved by two-thirds of the Directors then in office.

* * *

Annex

Criteria for the Selection of New Members

1. In considering candidates for membership, factors such as the following should be taken into account:
 - Demonstrated distinguished accomplishments
 - Sustained performance, preferably including more than one significant foreign affairs or diplomatic assignment
 - Demonstrated continuing interest in foreign affairs
 - Balance between geographic and functional expertise
 - Diversity of professional backgrounds, race and gender, career and non-career experience.
2. All former secretaries of state as honorary members.
3. All former deputy secretaries, under secretaries, heads of USAID, assistant secretaries, Directors of policy planning staffs, Directors general of the Foreign Service, counselors of the Department, and NSC senior directors, who preferably have held a chief of mission post as well.
4. Former chiefs of mission who preferably have held at least two chiefs of mission posts, one of which is deemed to be of major diplomatic importance.
5. Former ambassadors who have held positions of national distinction (*e.g.* Members of Congress, governors, university Presidents, Presidents of major national institutions.)
6. All former representatives to the United Nations in New York.
7. Secretaries of Cabinet Departments and their deputies, Directors and deputy directors of National Intelligence and the CIA, and NSC advisers to the President.
8. Former Combatant Commanders (CINC's), Chairmen and Vice-Chairmen of the Joint Chiefs of Staff.
9. Former chairpersons and ranking minority members of the Senate Foreign Relations Committee, the House Committee on Foreign Affairs, or other committees of the Congress.
10. Other exceptionally qualified persons who as a result of their contributions in the field of foreign affairs merit admission.
11. No one serving in the US Government is deemed eligible for active membership.