



## **THE ENGLISH-SPEAKING UNION OF THE UNITED STATES**

### **BYLAWS**

INCLUDING AMENDMENTS ADOPTED NOVEMBER 1, 1965; NOVEMBER 11, 1966; OCTOBER 27, 1969; NOVEMBER 9, 1970; NOVEMBER 12, 1972; OCTOBER 26, 1974; OCTOBER 26, 1975; NOVEMBER 19, 1977; NOVEMBER 3, 1979; SEPTEMBER 11, 1980; SEPTEMBER 25, 1981; SEPTEMBER 1, 1986; SEPTEMBER 18, 1989; OCTOBER 2, 1993; NOVEMBER 6, 1994; MARCH 1995; OCTOBER 19, 1997; OCTOBER 9, 1998, OCTOBER 15, 2005 AND RESTATEMENT OCTOBER 30, 2008, OCTOBER 7, 2011, OCTOBER 18, 2014 AND OCTOBER 29, 2017. With proposed revisions 25 October 2022, Approved NOVEMBER 13, 2022

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## THE ENGLISH-SPEAKING UNION OF THE UNITED STATES

### BYLAWS

## ARTICLE I.

### *Name, Offices, and Mission*

**Section 1.1 NAME.** The name of the Corporation shall be The English-Speaking Union of the United States (the “Corporation”).

**Section 1.2 OFFICES AND BRANCHES.** The principal office of the Corporation shall be in the State of Delaware. The Corporation may have offices and establish offices of the Branches (defined herein) at such other places within or without the State of Delaware, as the Board of Directors of the Corporation (the “National Board”) may from time to time designate.

**Section 1.3 PURPOSE.** The Corporation is a national educational organization including a network of local affiliates located throughout the United States that are organized as limited liability companies of which the Corporation is the sole corporate member (collectively the “Branches” and each a “Branch”). The Corporation employs English as a catalyst to foster global understanding and good will through educational opportunities and cultural exchange programs. By promoting creative and confident civil discourse, the Corporation enables participants one by one, face to face, to rise to their potential as individuals, thrive as global citizens, and join worldwide in pursuing conditions for peace.

## ARTICLE II.

### *Members*

**Section 2.1 MEMBERS.** Individuals who speak English and support the Mission shall be eligible for membership in the Corporation (together, the “Members” or the “Membership” and each, a “Member”). The term “Member” as used herein is intended to describe the group of dues paying individuals participating in the Corporation’s activities. Members shall be deemed to be members of the Corporation for the purposes of Section 114 of the Delaware General Corporation Law (the “DGCL”) or any other state or federal law, and Members shall have any of the rights of a member under Section 114 of the DGCL or any other state or federal law.

### **Section 2.1.1 Structure of Membership.**

1. Branch Members, which may include individuals, organizations (e.g. schools, corporations).
2. Members at Large
3. Life Members who shall be persons who were Life Members prior to July 1, 1963; and
4. Non-voting Honorary Members, who shall be persons who, because of their official position or other reasons, are deemed by the National Board to be worthy of this honor.

**Section 2.1.2 Authority of Members.** Members shall have the rights and privileges usually reserved to members of nonprofit, tax-exempt membership organizations, including, but not limited to, the right to:

nominate candidates and elect the National Board;

introduce and adopt motions to the Annual General Meeting;

have access in a timely fashion to a schedule of meetings of the National Board and to minutes of those meetings;

observe meetings of the National Board.

**Section 2.2 DUES.** Membership dues comprise two components: (a) a Branch portion; and (b) a Corporation portion. The apportionment of Branch dues shall be as provided by the Branch's Operating Agreement. The apportionment of Corporation dues shall be as provided by Section 5.1 of these Bylaws.

**Section 2.3 ANNUAL MEETING.** There shall be an annual meeting of Members to elect At-Large Directors of the National Board ("At-Large Directors"), to adopt and amend these Bylaws, to exercise rights and privileges, and to transact such other business as may properly come before the meeting ("Annual Meeting"). The Annual Meeting shall be held in the United States during the last four (4) months of the calendar year at such date, time, and place as may be fixed by the National Board. *Robert's Rules of Order* (Rev.) shall govern any proceedings.

**Section 2.4 SPECIAL MEETING.** Special meetings of the Members may be called by the Chairperson of the National Board (the "Chairperson") or by a majority of the National Board ("Special Meeting"). A Special Meeting shall be called by the Chairperson upon the written request of Branches having no fewer than twenty-five percent (25%) of the votes entitled to be cast at the meeting. The Special Meeting shall be held in the United States within sixty (60) days of the National Board's or the Chairperson's announced decision to call the Special Meeting, or the Chairperson's receipt of the Branches' request for the meeting. The National Board shall then set the date, time, and place for the Special Meeting, deferring to the Branches' recommendations, if reasonably possible. The current edition of *Robert's Rules of Order* shall govern any proceedings.

**Section 2.5 NOTICE AND WAIVER; VIRTUAL MEETINGS.** Written notice of each Annual Meeting and each Special Meeting (together, “Membership Meeting”) stating the date, time, place, and, for a Special Meeting, the purpose or purposes of such meeting, shall be mailed to the Branches no fewer than forty-five (45) days in advance of the meeting (“Notice”). Notice may also be given by fax or e-mail if the Branch has previously consented to Notice in such manner. Branches may not waive Notice. To the extent permissible by applicable law, the National Board may, in its sole discretion, determine that any meeting of the Members shall not be held at any place, but may instead be held solely by means of remote communication. Participation in a meeting held by remote communication shall constitute presence in person at the meeting for all purposes, including quorum and voting.

**Section 2.6 QUORUM.** The presence of Delegates (defined herein) or Alternate Delegates (defined herein) and/or proxies comprising two-thirds (2/3) of the votes entitled to be cast at a Membership Meeting shall constitute a quorum for the transaction of any business.

### **Section 2.7 DELEGATES.**

(a) **Branch Members.** Each Branch shall be entitled to one (1) delegate, and one (1) alternate delegate, for every twenty-five (25) members (or fraction thereof) of such Branch (“Delegates” and “Alternate Delegates”). Delegates and Alternate Delegates shall be elected or appointed by their Branch. If no Delegate is elected or appointed, the Branch President shall serve as Delegate. Delegates, or Alternate Delegates in the absence of Delegates, shall cast their votes pursuant to any guidelines adopted by their Branch.

(b) **Members at Large.** The Members at Large shall be entitled to one (1) delegate, and one (1) alternate delegate, for every twenty-five (25) Members or fraction thereof. Such Delegate(s) and Alternate Delegate(s) shall be elected or appointed by the Members at Large and, in the absence of such election or delegation, the Executive Director of the Corporation shall serve as the Delegate.

**Section 2.7.1 Voting.** Each Branch shall be entitled to one (1) vote at a Membership Meeting for every twenty-five (25) Members (or fraction thereof) of such Branch as of March 31<sup>st</sup> prior to any Annual Meeting and sixty (60) days prior to any Special Meeting. The Members at Large shall be entitled to one (1) vote at a Membership Meeting for every twenty-five (25) Members (or fraction thereof) as of March 31<sup>st</sup> prior to any Annual Meeting and sixty (60) days prior to any Special Meeting.

**Section 2.7.2 Proxies.** If a Branch will not be represented or will be under-represented at a Membership Meeting by a Delegate or Alternate Delegates, the President of the Branch may give a written proxy to any other Delegate or Alternate Delegate in his or her own Branch, or any Officer or Director of the Corporation, and such proxy shall be filed with the Secretary of the Corporation prior to the meeting.

### **Section 2.8 REMOVAL OF MEMBERS**

**Section 2.8.1 Branch.** The governing body of each Branch shall have the power to expel, suspend, or otherwise discipline any Member of its Branch for non-payment of dues or for good and sufficient cause as determined by the governing body of such Branch in its discretion.

**Section 2.8.2 Corporation.** Any Member may be expelled, suspended, or otherwise disciplined by the National Board for non-payment of dues or for other good and sufficient cause as determined by the National Board in its discretion.

## **ARTICLE III.**

### ***Branches***

**Section 3.1 CREATION.** Twenty-five (25) Members residing in an area that does not have a Branch may create a Board Managed LLC Branch with the written consent of the National Board. Such consent shall be evidenced by the Corporation’s Certificate of Authority signed by the Secretary. A Branch shall be called “The English-Speaking Union of the United States \_\_\_\_\_ Branch, LLC”.

**Section 3.2 LIMITED LIABILITY OPERATING AGREEMENT.** A Branch shall be governed by a Limited Liability Company Operating Agreement (the “Agreement”), which shall be based on the form provided by the Corporation for a Branch operating under the supervision of the Corporation, as the sole member of the Branch.

**Section 3.3 TERM LIMITS.** The officers and managers of all Branches (both existing and newly formed) shall be subject to term limits comparable to those applicable to Directors of the National Board and Officers of the Corporation under these Bylaws.

## **ARTICLE IV.**

### ***Regions***

**Section 4.1 REGIONAL ORGANIZATION OF BRANCHES.** The National Board shall assign each Branch to one of the Corporation’s regions (“Region” or “Regions”). The Regions shall be organized primarily on the basis of geographic location, but the National Board may consider other factors to advance the educational programs. The National Board may, in its discretion, reorganize the Regions from time to time to reflect membership changes.

**Section 4.1.1 Purpose.** The Regions provide geographic administration of the ESU’s mission and programs and shall provide assistance to the Branches by helping the Branches in their support of the Mission.

**Section 4.1.2 National Board.** Each Region may propose a candidate to the Nominating Committee established by the National Board for election to the National Board by obtaining the signatures of at least ten (10) regional Members in support of each prospective candidate, and by then submitting the signed petitions to the Nominating Committee at least sixty (60) days in advance of the Annual Meeting. Any candidate proposed by a Region in accordance with this Section 4.1.2 shall be presented to the Members for election to the National Board with the Nominating Committee having the discretion to endorse or not endorse any such candidate.

## **ARTICLE V.**

### ***National Board***

#### **Section 5.1 GENERAL POWERS AND CORPORATE GOVERNANCE.**

The Corporation shall transact business under the direction of the National Board, except as otherwise provided by the Corporation's Certificate of Incorporation, these Bylaws, and state and federal law. The business and affairs of the Corporation shall be managed by or under the supervision of the National Board, all of whose members shall be Members of the Corporation, and each of whom shall be entitled to one (1) vote ("Directors"). The National Board shall also have the power to (a) fill vacancies in the Membership, (b) elect non-voting Honorary Members, (c) and, upon consultation with the component Branches, establish the amount of dues to be remitted to the Corporation by the Branches thereof.

#### **Section 5.2 COMPOSITION, ELECTION, TERM LIMITS, AND INDEPENDENT DIRECTORS.**

**Section 5.2.1 Composition.** The number of Directors constituting the entire National Board shall be an odd number as is specified from time to time by resolution of the National Board, but in no event fewer than twenty (20) nor more than thirty-five (35). The Directors constituting the entire National Board shall consist of At-Large Directors to be elected at the Annual Meeting of the Corporation and the Chairperson, Vice Chairperson, President, and Treasurer. No employee of the Corporation shall serve as Chairperson or hold any other title with similar responsibilities.

**Section 5.2.2 Election.** Directors shall be designated or elected for a term of two (2) years ("Term" or "Terms"). Directors shall be elected by a plurality of votes cast at the Annual Meeting. Each Director shall hold office until his/her successor is designated or elected, and qualified, or until his/her earlier death, disability, resignation, or removal. In the event a Director does not finish his/her Term, the National Board shall appoint a replacement to complete his/her Term.

**Section 5.2.3 Term Limits.** Subject to Section 6.2.1, all Directors may serve a maximum of three (3) consecutive two (2)-year Terms.

**Section 5.2.4 Independent Director.** An independent director shall be a director who: (i) is not, and has not been within the last three years, an employee or a key person of the Corporation or an affiliate of the Corporation, and does not have a relative who is, or has been within the last three years, a key person of the Corporation or an affiliate of the Corporation; (ii) has not received, and does not have a relative who has received, in any of the last three fiscal years, more than ten thousand dollars in direct compensation from the Corporation or an affiliate of the Corporation; (iii) is not a current employee of or does not have a substantial financial interest in, and does not have a relative who is a current officer of or has a substantial financial interest in, any entity that has provided payments, property or services to, or received payments, property or services from, the Corporation or an affiliate of the Corporation if the amount paid by the Corporation to the entity or received by the

Corporation from the entity for such property or services, in any of the last three fiscal years, exceeded the lesser of ten thousand dollars or two percent of such entity's consolidated gross revenues if the entity's consolidated gross revenue was less than five hundred thousand dollars; twenty-five thousand dollars if the entity's consolidated gross revenue was five hundred thousand dollars or more but less than ten million dollars; one hundred thousand dollars if the entity's consolidated gross revenue was ten million dollars or more; or (iv) is not and does not have a relative who is a current owner, whether wholly or partially, director, officer or employee of the Corporation's outside auditor or who has worked on the Corporation's audit at any time during the past three years. For purposes of this subsection, the terms: "compensation" does not include reimbursement for expenses reasonably incurred as a director or reasonable compensation, if any, for service as a director; and "payment" does not include charitable contributions, dues or fees paid to the Corporation for services which the Corporation performs as part of its nonprofit purposes, or payments made by the Corporation at fixed or non-negotiable rates or amounts for services received, provided that such services by and to the Corporation are available to individual members of the public on the same terms, and such services received by the Corporation are not available from another source. For purposes of the foregoing, a "relative" of a person shall mean (i) his or her spouse or domestic partner; (ii) his or her ancestors, brothers and sisters (whether whole or half-blood), children (whether natural or adopted), grandchildren, great-grandchildren; or (iii) the spouse or domestic partner of his or her brothers, sisters, children, grandchildren, and great-grandchildren. For purposes of the foregoing, the term "key person" means any person, other than a director or officer, whether or not an employee of the corporation, who (i) has responsibilities, or exercises powers or influence over the Corporation as a whole similar to the responsibilities, powers, or influence of directors and officers; (ii) manages the Corporation, or a segment of the Corporation that represents a substantial portion of the activities, assets, income or expenses of the Corporation; or (iii) alone or with others controls or determines a substantial portion of the Corporation's capital expenditures or operating budget.

**Section 5.3 REGULAR BOARD MEETINGS.** The National Board shall meet at least three (3) times during the Fiscal Year (each a "Regular Board Meeting"). One Board Meeting shall be held after the Annual Meeting for the purpose of electing Officers and members of the Committees of the Board, and for transacting any other business before the National Board. The second and third Regular Board Meetings shall be held at such time, date and place as the National Board may designate.

**Section 5.4 SPECIAL BOARD MEETINGS.** The Chairperson may call a special meeting of the National Board (a "Special Board Meeting"), and shall call a Special Board Meeting upon the written requests of two thirds (2/3) or more of the Directors, or upon the written request of the Secretary attesting to the receipt of the written requests of at least two thirds (2/3) of the Branches. The Chairperson shall fix the time, date and place for holding any Special Board Meeting.

**Section 5.5 BOARD NOTICE.** Notice of each Regular Board Meeting and each Special Board Meeting (together, "Board Meetings") shall be mailed to the Directors at least thirty (30) days in advance of each Board Meeting ("Board Notice"). Board Notice may be transmitted by fax or e-mail. Board Notice shall include the time, date, and place, and in the case of a Special Board Meeting, the specific purpose or purposes of the Special Board Meeting.

**Section 5.6 WAIVER OF BOARD NOTICE.** A Director may waive Board Notice of any Board Meeting at or after such Board Meeting. The attendance of a Director at a Board Meeting shall constitute a waiver of Board Notice except where a Director attends for the express purpose of objecting to the failure of Board Notice.

**Section 5.7 PRESUMPTION OF ASSENT.** A Director who is present at a Board Meeting shall be presumed to have assented to any action taken unless his dissent has been entered in the minutes of such meeting or unless his written dissent is delivered to the Secretary before the minutes are circulated and approved. The right to file a written dissent after such meeting shall not apply to a Director who voted in favor of such action.

**Section 5.8 QUORUM AND VOTING.** Two-thirds (2/3) of the Directors shall constitute a quorum for the transaction of business at any Board Meeting. Each Director shall have one (1) vote. A Director may not vote or act by proxy. A simple majority shall be necessary to transact business, unless a greater majority is required under the Certificate of Incorporation, these Bylaws, or state or federal law. The Directors present at a Board Meeting that does not have a quorum may adjourn such meeting from time to time without further notice, except for an announcement thereof, until a quorum shall be present.

**Section 5.9 ATTENDING BY TELEPHONE OR TELECONFERENCE.** Directors and Committee Members (defined herein) may attend any Board Meeting or Committee Meeting (defined herein) by means of a conference telephone or similar communications equipment or by electronic video screen communication. Participation by such means shall constitute presence in person at a meeting as long as all persons participating in the meeting can hear each other at the same time and each Director or Committee Member can participate in all matters before the National Board or Committee, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the National Board or Committee.

**Section 5.10 ACTION WITHOUT A MEETING.** Any action required or permitted to be taken at a Board Meeting or Committee Meeting may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by all of the Directors or Committee Members entitled to vote upon such action at a meeting. Such consent (which may be signed in counterparts) shall have the same force and effect as a unanimous vote of the Directors or Committee Members.

## **ARTICLE VI.**

### *Officers and Agents*

**Section 6.1 NUMBER AND QUALIFICATIONS.** The officers of the Corporation shall consist of a Chairperson, a Vice Chairperson, an Executive Director, a President, a Secretary, a Treasurer, and such other officers and Honorary Officers, including a Vice President (or Vice Presidents) and an Executive Secretary, as the National Board may from time to time elect or appoint (collectively, “Officers” and each, a “Officer”). Any two (2) offices may be held concurrently by the same person, except that the offices of Chairperson and Secretary may not be held by the same person.

**Section 6.2 ELECTION AND TERM OF OFFICE.** All Officers shall be elected for a two (2) year term by the National Board at a special Board Meeting following the Annual Meeting.

**Section 6.2.1 Term of Office.** Officers elected as Directors of the National Board at the Annual Meeting may serve a maximum of three (3) consecutive two (2)-year terms; provided, however, that: (a) the National Board, may in its discretion on a case by case basis, authorize one additional consecutive two year term as a Director and an Officer for the Chairperson if the same is determined to be in the best interests of the Corporation; (b) the Directors elected to the offices of Chairperson, Vice-Chairperson and President at the 2021 Annual Meeting may serve a maximum of three (3) consecutive two (2) year terms in the capacity of both Directors and Officers with the 2021 election counting as the initial term; (c) in the event of future transitions from a Director or Officer position into a new Officer position, the National Board may, in its discretion, adopt comparable term limit modifications to accommodate such transitions; and (d) for the avoidance of doubt, the position of Executive Director shall not be subject to term limits.

**Section 6.3 COMPENSATION.** Officers shall not receive compensation for their services, unless they are directly or indirectly employed by the Corporation in their respective capacities as Officers.

**Section 6.4 REMOVAL.** Officers shall serve at the pleasure of the National Board, and any Officer may be removed from office at any time, with or without cause, by the National Board, unless the Officer has contractual rights that supersede this provision.

**Section 6.5 VACANCIES.** A vacancy in any office, however occurring, may be filled for the remainder of the term by action of the National Board if the vacant office is held by a Director.

**Section 6.6 AUTHORITY AND DUTIES OF OFFICERS.** The Vice-Chairperson shall serve as Chairperson in his or her absence and shall have such other powers and duties as may be assigned to him or her from time to time by the National Board. The Executive Director shall be the Chief Executive Officer of the Corporation. The President shall have such powers and duties as may be assigned to him or her from time to time by the National Board and shall serve as chairperson to the Nominating Committee. Other Officers will have such powers and perform such duties as usually pertain to their respective offices and such additional powers and duties as may be specifically authorized by the National Board.

## **ARTICLE VII.**

### *Committees of the National Board*

**Section 7.1 GENERAL.** The National Board shall conduct the Corporation's business with the assistance of the National Board's five (5) Committees: Executive Committee, Nominating Committee, Audit Committee, Personnel Committee, and Finance Committee (the "Standing Committees"), as well as other committees of the National Board that the National Board may decide from time to time (the "Temporary Committees") (The Standing Committees

and the Temporary Committees are collectively, the “Committees” and each, a “Committee”). A Committee shall have the authority necessary to conduct the business, discharge the duties, and perform the tasks delegated to the Committee by, in the case of one of the Standing Committees, these Bylaws and by National Board resolution, if any; and, in the case of a Temporary Committee of the National Board, by National Board resolution. In the event that from time to time the National Board establishes a Temporary Committee to review these Bylaws, the National Board shall to the extent possible ensure that at least one member of such Committee have a background in the legal profession.

**Section 7.2 LIMITATION ON AUTHORITY.** No Committee shall have the authority to amend, alter, or repeal these Bylaws; to elect, appoint, or remove any Officer or Director; to amend or restate the Certificate of Incorporation; to adopt a plan of merger or consolidation with another organization; to authorize the sale, lease, exchange, or mortgage of all or substantially all of the Corporation’s property and assets; to authorize the voluntary dissolution, or revoke proceedings for voluntary dissolution, of the Corporation; to adopt a plan for the distribution of the Corporation’s assets; to amend, alter, or repeal any resolution of the National Board; or to take any action that may be prohibited by law.

**Section 7.3 COMMITTEE CHAIRMEN.** The Chairperson shall chair the Executive Committee. The National Board shall elect an Independent Director to chair each of the following Standing Committees: Nominating, Audit, Personnel and Finance (collectively, the “Committee Chairpersons”). The Chairperson shall appoint a Director or Member to chair each of the other Committees.

**Section 7.4 COMMITTEE MEMBERS.** Each Committee shall consist of at least three (3) Directors as the National Board may elect or appoint, subject to any restrictions specifically set forth in these Bylaws (“Committee Members”). The National Board shall elect the Committee Members on the Executive Committee and the Nominating Committee at a special Board Meeting following the Annual Meeting; provided, however, that the chairperson of the Standing Committees, any Education Committee and any Development Committee shall be members of the Executive Committee and provided, further, that the National Board shall to the extent possible ensure that at least one member of the Executive Committee have a background in the legal profession. The Chairperson shall appoint the other Committee Members at the same Regular Board Meeting or as soon as practicable thereafter. Committee Members shall serve until the next Annual Meeting or until their successors are elected or appointed.

**Section 7.5 COMMITTEE MEETINGS.** A meeting may be called by any Committee chairperson or by any two (2) Committee Members, with seven (7) days advance written notice (a “Committee Meeting”). At any Committee Meeting, except an Executive Committee meeting, a majority of the Committee Members shall constitute a quorum for the transaction of business. Subject to Section 5.9, Committee Members may attend by telephone or teleconference. Committees shall keep minutes and shall promptly report to the National Board at the National Board’s request.

## **Section 7.6 EXECUTIVE COMMITTEE.**

**Section 7.6.1 Composition.** The Executive Committee shall be composed of no fewer than seven (7) or more than eleven (11) Committee Members. All Directors who are Officers shall, unless otherwise determined by the National Board, be members of the Executive Committee.

**Section 7.6.2 Powers and Functions.** Between meetings of the National Board, the Executive Committee shall act on behalf of the National Board in matters where the National Board has not provided specific direction.

**Section 7.6.3 Reports to National Board Required.** The Chairperson shall provide a written summary of each Executive Committee meeting to the National Board promptly after each such meeting.

**Section 7.6.4 Rules of Procedure and Quorum.** The Executive Committee shall fix and establish its own rules of procedure and shall meet as provided by such rules or at the call of the Chairman or any five (5) Committee Members. Two-thirds (2/3) of the Committee Members on the Executive Committee shall constitute a quorum. An affirmative vote of a majority of the Committee Members shall be necessary to take any action.

**Section 7.7 NOMINATING COMMITTEE.** The Nominating Committee shall consist of at least five (5) Committee Members from broad geographical distribution. The President shall act as chairperson of the Nominating Committee.

**Section 7.7.1 Nominees for Election to the Board.** The Nominating Committee shall present its proposed slate of nominees to the National Board. With respect to existing Directors and Officers being proposed for reelection to the National Board, the Nominating Committee shall conduct an evaluation of the performance of each such Director and Officer in accordance with procedures established by the National Board and shall report the results of such evaluation to the National Board. The Nominating Committee shall present its proposed slate to the Members within the meeting notification of the Annual Meeting.

**Section 7.7.1.1 Nominations by Members.** Members may nominate candidates for election to the National Board by obtaining the signatures of at least ten (10) Members in support of each prospective candidate, and by then submitting the signed petitions to the Nominating Committee at least sixty (60) days in advance of the Annual Meeting. Any candidate proposed in accordance with this Section 7.7.1.1 shall be presented to the Members for election to the National Board with the Nominating Committee having the discretion to endorse or not endorse any such candidate.

**Section 7.7.2 National Board Vacancy.** In the event of a mid-term vacancy among the At-Large Directors, the Nominating Committee shall recommend the names of candidates to the National Board, and the National Board shall elect a replacement to serve until the next Annual Meeting.

**Section 7.8 AUDIT COMMITTEE.** The Audit Committee shall consist of at least five (5) Committee Members, all of whom shall be Independent Directors. The Audit Committee shall

elect a Committee Member to act as secretary of the Audit Committee. The Audit Committee shall have the duties and responsibilities set forth in the Audit Committee charter, as adopted and as may be amended from time to time by the National Board.

**Section 7.9 PERSONNEL COMMITTEE.** The Personnel Committee shall review and evaluate the performance of the Executive Director and shall make recommendations concerning compensation and staffing matters in general to the National Board. The Personnel Committee shall perform such duties as the Chairman and/or the National Board may delegate or prescribe. To the extent possible, at least one member of the Personnel Committee shall have a background in human resources and another member shall have a background in the legal profession.

**Section 7.10 FINANCE COMMITTEE.** The Finance Committee shall consist of at least seven (7) Committee Members, all of whom shall be Independent Directors.

**Section 7.11 COMMITTEES OF THE CORPORATION.** Committees other than Standing Committees, whether created by the National Board or by the Members, shall be Committees of the Corporation. Committees of the Corporation shall consist of Directors or Members elected or appointed by the National Board or the Members, but no such Committee shall have the authority to bind the National Board.

## **ARTICLE VIII.**

### *Advisory Council*

**Section 8.1 COMPOSITION AND PURPOSE.** The Chairperson may appoint a non-governing Advisory Council consisting of a chairperson and no more than fifteen (15) individuals.

**Section 8.1.1 Composition.** The Advisory Council shall consist of individuals who have provided outstanding leadership and rendered unusually valuable service to the Corporation, over the years and to the present time, and who continue to support the Mission.

**Section 8.2 DUTIES.** The Advisory Council shall have no official duties. However, the Council will advance awareness of the Corporation, advocate support of its programs, create understanding of its worldwide reach, encourage philanthropic donations to the Corporation's educational initiatives, and advise the National Board on matters referred to it.

**Section 8.3 TERM.** Appointment to the Advisory Council shall be for a period of three (3) years, with the Chairperson's option to reappoint a member to an additional three (3) years. Subject to the provisions of Section 8.1, individuals may be added to or removed from the Advisory Council by the Chairperson in his discretion.

## **ARTICLE IX.**

### ***Miscellaneous***

**Section 9.1 FISCAL YEAR.** The fiscal year of the Corporation shall be July 1 through June 30, inclusive (“Fiscal Year”).

**Section 9.2 LOANS TO DIRECTORS AND OFFICERS PROHIBITED.** No loans or advances, other than customary travel advances, shall be made by the Corporation to any of its Officers or Directors.

**Section 9.3 AMENDMENTS.** These Bylaws may be amended, repealed, or modified, and amended or modified Bylaws (or new Bylaws if the event of a repeal of the Bylaws) may be adopted, by the affirmative vote of two-thirds (2/3) of the Members at the Annual General Meeting or at a duly called and held Special Meeting. Any notice of a meeting at which these Bylaws are to be amended, repealed, or modified shall include notice of the proposed action.

**Section 9.4 DISSOLUTION.** On dissolution of the Corporation, all of its net assets shall be paid over or transferred to one or more exempt organizations of the kind described in Internal Revenue Code Section 501(c)(3). The organization or organizations to receive the Corporation’s net assets shall be designated by the National Board, unless specifically designated in the Articles of Incorporation or these Bylaws. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction in the State of Delaware in a manner consistent with the Corporation’s tax-exempt purposes.

**Section 9.5 POLITICAL ACTIVITY.** No part of the net earnings of the Corporation shall inure to the benefit of any private member or individual nor shall any substantial part of its activities be to carry on propaganda or otherwise attempt to influence legislation and the Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

**Section 9.6 REAL ESTATE TRANSACTIONS.** The Corporation shall not purchase real property or sell, mortgage, lease, exchange, or otherwise dispose of its real property unless authorized by the vote of a majority of the Directors or of a majority of a Committee authorized by the National Board. In the event that such property does or upon purchase would constitute all, or substantially all, of the assets of the Corporation, then the vote of two-thirds (2/3) of the entire National Board shall be required, or, if there are twenty-one (21) or more Directors, the vote of a majority of the entire National Board shall be sufficient. In the event the Corporation authorizes a Committee to act under this Section, the Committee shall promptly report any actions taken to the National Board, in no event after the next Regular Board Meeting.

**Section 9.7 ELECTRONIC COMMUNICATIONS.** All references to e-mail or electronic means of providing notice or voting shall mean the transmission of the communication by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Member or Director, as the case may be.

## **ARTICLE X.**

### ***Indemnification***

**Section 10.1 INDEMNIFICATION.** The Corporation shall, and does hereby, indemnify to the fullest extent permitted or authorized by the DGCL or judicial or administrative decisions, as the same exists or may hereafter be amended or interpreted differently in the future (but, in the case of any such amendment or interpretation, only to the extent that such amendment or interpretation permits the Corporation to provide broader indemnification rights than permitted prior thereto), each person (including the current and future heirs, beneficiaries, personal representatives and estate of such person) who was or is a party, or is threatened to be made a party, or was or is a witness, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (a “Proceeding”) and whether the basis of such Proceeding is an allegation of an action in an official capacity of such person related to the Corporation or any other capacity while such person is serving as an officer, director, employee or agent of the Corporation, against any liability (which for purposes of this Article shall include any judgment, settlement, penalty or fine) or cost, charge or expense (including attorneys’ fees) asserted against him or incurred by him by reason of the fact that such indemnified person (1) is or was a Director, Officer or employee of the Corporation or (2) is or was an agent of the Corporation as to whom the Corporation, by action of its National Board, has agreed to grant such indemnity or (3) is or was serving, at the request of the Corporation, as a Director, Officer or employee of another corporation, partnership, joint venture, trust or other enterprise (including serving as a fiduciary of any employee benefit plan) or (4) is or was serving as an agent of such other corporation, partnership, joint venture, trust or other enterprise described in clause (3) hereof as to whom the Corporation, by action of its National Board, has agreed to grant such indemnity, provided in each such event that such person acted in good faith and in a manner the person reasonably believed to be in the best interest of the Corporation, and had no reasonable cause to believe the person’s conduct was unlawful, and provided further that the person shall have no right to indemnification if the person shall be finally adjudged to have been willfully derelict in the performance of the person’s duties. Each Director, Officer, employee or agent of the Corporation to whom indemnification rights under this Section 9.1 of this Article have been granted shall be referred to as an “Indemnified Person.”

**Section 10.2 ADVANCE OF COSTS, CHARGES AND EXPENSES.** Upon approval of the National Board in its discretion, costs, charges and expenses (including attorneys’ fees) incurred by an Director, Officer, employee or agent who is an Indemnified Person in defending a Proceeding shall be paid by the Corporation to the fullest extent permitted or authorized by the DGCL or judicial or administrative decisions, as the same exists or may hereafter be amended or interpreted differently in the future (but, in the case of any such future amendment or interpretation, only to the extent that such amendment or interpretation permits the Corporation to provide broader rights to advance costs, charges and expenses than permitted prior thereto), in advance of the final disposition of such Proceeding, upon receipt of an undertaking in form satisfactory to the Corporation’s attorneys by or on behalf of the Indemnified Person to repay all amounts so advanced in the event that it shall ultimately be determined by final judicial decision that such person is not entitled to be indemnified by the Corporation as authorized in this Article and upon

such other terms and conditions, in the case of an agent as to whom the Corporation has agreed to grant such indemnity, as the National Board may deem appropriate. The Corporation may, upon approval of the Indemnified Person, authorize the Corporation's counsel to represent such person in any Proceeding, whether or not the Corporation is a party to such Proceeding. Such authorization may be made by the National Board by majority vote, including Directors who are parties to such Proceeding.

**Section 10.3 PROCEDURE FOR INDEMNIFICATION.** Any authorized indemnification or advance under this Article shall be made promptly and in any event within sixty (60) days of the written request of the Indemnified Person (except in the case of a claim for an advancement of costs, charges or expenses, in which case the applicable period shall be twenty (20) days), if such advance is authorized. The right to indemnification or advances as granted by this Article shall be enforceable by the Indemnified Person in any court of competent jurisdiction if the Corporation improperly denies such request under this Article, in whole or in part, or if no disposition thereof is made within sixty (60) days or twenty (20) days, as may be applicable. Such Indemnified Person's costs and expenses incurred in connection with successfully establishing his right to indemnification or advancement of costs, charges or expenses, in whole or in part, in any such action shall also be indemnified by the Corporation. It shall be a defense to any such action that the claimant has not met the standard of conduct, if any, required by the DGCL or judicial or administrative decisions, as the same exists or may hereafter be amended or interpreted differently in the future (but, in the case of any such future amendment or interpretation, only to the extent that such amendment or interpretation does not impose a more stringent standard of conduct than permitted prior thereto), but the burden of proving such defense shall be on the Corporation. Notwithstanding the foregoing, the Corporation shall have no obligation to indemnify an Indemnified Person who shall fail to give reasonable notice to the Corporation of any claim, demand, action, suit or proceeding as to which indemnification is sought, or who shall fail to grant to the Corporation or any insurance carrier the right, in their discretion, to assume the defense of the claim, demand, action, suit or proceeding as to which indemnification is sought, through counsel of their own choosing, or who shall otherwise fail to cooperate in all respects with the Corporation, its attorneys, any insurance carrier or any attorneys who may be appointed by any such insurance carrier in the defense of the claim, demand, action, suit or proceeding as to which indemnification is sought.

**Section 10.4 NON-EXCLUSIVITY; SURVIVAL OF INDEMNIFICATION.** The indemnification and advancement provided by this Article shall not be deemed exclusive of any other rights to which those Indemnified Persons may be entitled under any agreement, vote of Members or disinterested Directors or recommendation of counsel or otherwise, both as to actions in such person's official capacity and as to actions in any other capacity while holding such office or position, and shall continue as to an Indemnified Person who has ceased to be a Director, Officer, employee or agent and shall inure to the benefit of the heirs, beneficiaries, personal representatives and the estate of such person. All rights to indemnification and advancement under this Article shall be deemed to be a contract between the Corporation and each Indemnified Person who serves or served in such capacity at any time while this Article is in effect. Any repeal or modification of this Article or any repeal or modification of relevant provisions of the DGCL or any other applicable laws shall not in any way diminish any rights to indemnification of such Indemnified Person, or the obligations of the Corporation arising hereunder, for claims relating to matters occurring prior to such repeal or modification.

**Section 10.5 INSURANCE.** The Corporation shall have the authority to purchase and maintain insurance on behalf of each Branch and any person who is or was a Director, Officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise (including serving as a fiduciary of an employee benefit plan) against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article or the applicable provisions of the DGCL.

**Section 10.6 SAVINGS CLAUSE.** If this Article or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, then the Corporation shall nevertheless indemnify and advance costs to each Indemnified Person as to costs, charges and expenses (including attorneys' fees), judgments, fines and amounts paid in settlement with respect to any Proceeding, including an action by or in the right of the Corporation, to the full extent permitted by any applicable portion of this Article that shall not have been invalidated and as permitted by the DGCL.

## BYLAWS CERTIFICATE

The undersigned certifies that she is the Secretary of The English-Speaking Union of the United States, a Delaware Nonprofit Corporation, and that she is authorized to execute this certificate on behalf of the Corporation; and that she further certifies that the foregoing Bylaws, consisting of \_\_ pages, including this page, constitute the Bylaws of the Corporation as of this date, duly adopted by the Members of the Corporation at their November 13, 2022 Annual Meeting.

Dated: \_\_\_\_\_, 2022

/s/ \_\_\_\_\_

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Secretary

INCLUDING AMENDMENTS ADOPTED NOVEMBER 1, 1965; NOVEMBER 11, 1966; OCTOBER 27, 1969; NOVEMBER 9, 1970; NOVEMBER 12, 1972; OCTOBER 26, 1974; OCTOBER 26, 1975; NOVEMBER 19, 1977; NOVEMBER 3, 1979; SEPTEMBER 11, 1980; SEPTEMBER 25, 1981; SEPTEMBER 1, 1986; SEPTEMBER 18, 1989; OCTOBER 2, 1993; NOVEMBER 6, 1994; MARCH 1995; OCTOBER 19, 1997; OCTOBER 9, 1998, OCTOBER 15, 2005 AND RESTATEMENT OCTOBER 30, 2008, OCTOBER 7, 2011, OCTOBER 18, 2014, OCTOBER 29, 2017 AND NOVEMBER 13, 2022.