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# DELTA PHI EPSILON

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## FOREIGN AFFAIRS COUNCIL

### **DELTA PHI EPSILON FOREIGN AFFAIRS COUNCIL ARTICLES OF INCORPORATION**

**ART. 1: DURATION** – The period of duration for the Delta Phi Epsilon Foreign Affairs Council (the “Corporation”) shall be perpetual or until such time as the Board of Directors shall adopt a resolution recommending that the corporation be dissolved pursuant to the District of Columbia Nonprofit Corporation Act, D.C. CODE Title 29, Chapter 4.

**ART 2: PURPOSE** – This Corporation shall be a nonprofit corporation within the meaning of the District of Columbia Nonprofit Corporation Act. The Corporation is organized exclusively for charitable, religious, educational, or scientific purposes under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code. These purposes are:

- (1) Supporting the practice of international affairs in the diplomatic corps and other professions;
- (2) Promoting fellowship among members of these professions;
- (3) Studying issues in international affairs and advancing its ethical practice in the interests of democratic governance, rule of law, and peaceful diplomatic and commercial relations among nations;
- (4) Maintaining and operating scholarship and grant programs to promote the study and practice of international affairs;
- (5) Contributing to effective foreign policy through a Journal of Foreign Affairs and other publications as deemed appropriate; and
- (6) Otherwise applying the knowledge and experience of the Corporation’s members to the public good.

**2.2:** In furtherance of the foregoing, and subject to the limitations otherwise set forth in these Articles of Incorporation, the Corporation shall have and may exercise all the powers conferred by the laws of the District of Columbia, including all powers necessary and convenient to effect any or all of the above purposes, and shall have and may exercise additional powers which may be conferred by the Nonprofit Corporation Act to an organization organized and operated exclusively for religious, educational, scientific, or charitable purposes, as such terms are defined under Section 501(c)(3) of the Internal Revenue Code and the regulations thereunder. These include, but are not limited to, the authority to:

- (1). Accept donations of money or property, whether real or personal, or any interest therein, wherever situated;
- (2). Maintain control and discretion over the use of funds received by the Corporation;
- (3). Monitor the use of funds made available by the Corporation to assure that the funds are used in conformity with the intended purposes; and
- (4). Enter into contracts with public and private entities.

**2.3:** If at any time or times the Corporation is a private foundation within the meaning of Section 509 of the Internal Revenue Code, then during such time or times the Corporation shall:

- (1) Distribute its income for each taxable year at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Code;
- (2) Not engage in any act of self-dealing, as defined in Section 4941(d) of the Code;
- (3) Not retain any excess business holdings, as defined in Section 4943(c) of the Code;
- (4) Not make any investments in such a manner as to subject the Corporation to tax under Section 4944 of the Code; and
- (5) Not make any taxable expenditure as defined in Section 4945(d) of the Code.

**2.4:** The Corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.

**2.5:** The Corporation is a nonprofit corporation and is not organized for the private gain of any legal or natural person. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in any political campaign on behalf of or in opposition to any candidate for public office, including the publishing or distribution of statements.

**2.6:** This Corporation shall not have the power or authority to issue capital stock.

**ART. 3: MEMBERSHIP** – The Corporation shall have members. The Constitution and Bylaws of the Corporation (collectively, “Bylaws”), as adopted and amended by the Board of Directors in accordance with Art. 4, shall set forth the qualifications for becoming a member of the Corporation. The members shall have the right to vote as set forth in the Constitution and Bylaws of the Corporation.

**ART. 4: BYLAWS** – The internal affairs of the Corporation shall be regulated by the Bylaws, and the Board of Directors shall supervise the management of the business and affairs of the corporation accordingly. The Board of Directors shall have the power to adopt, amend, or repeal the Bylaws of this Corporation. The Bylaws shall govern the operation of this Corporation unless any provision conflicts with these Articles of Incorporation, in which case the Articles of Incorporation shall be controlling.

**4.2:** The power to amend or repeal the Bylaws shall be subject to the following:

- (1). This Corporation shall not directly or indirectly engage in any activity that would prevent this Corporation from qualifying or continuing to qualify as a corporation described in section 501(c)(3) of the Internal Revenue Code, corresponding sections of any future federal tax code, and regulations thereunder; and
- (2). This Corporation shall not directly or indirectly engage in any activity that is prohibited by an organization that contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, corresponding sections of any future federal tax code, and regulations thereunder.

**ART. 5: BOARD OF DIRECTORS** – The number, term, and selection of the Board of Directors shall be provided for in the Bylaws of the Corporation, but the number of the directors shall not be less than three (3).

**ART. 6: INDIVIDUAL LIABILITY AND INDEMNIFICATION:** Except as required by law, the incorporators, directors, and officers of the Corporation shall not be liable for any debt, liability, or obligation of the Corporation. All persons or other entities extending credit to, contracting with, or having a claim against the Corporation may only look to the funds and property of the Corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment, or decree, or for any money that may otherwise become due or payable to them from the Corporation.

**6.2:** The Corporation shall indemnify any director or former director or officer of the Corporation as provided in the Bylaws. In no case, however, shall the Corporation indemnify or reimburse any person for any federal excise taxes imposed on such individual under Chapter 42 of the Code. Further, if at any time or times the Corporation is a private foundation within the meaning of Section 509 of the Code, then, during such time or times, no payment shall be made if such payment would constitute an act of self-dealing (as defined in Section 4941(d) of the Code) or a taxable expenditure (as defined in Section 4945(d) of the Code).

**ART. 7: DISTRIBUTION OF ASSETS UPON DISSOLUTION**– Upon the winding up and dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government or to a state or local government for a public purpose after paying or adequately providing for the Corporation’s debts and obligations.

**ART. 8: AMENDMENTS AND BYLAWS** – The Corporation reserves the right to amend or repeal, by the affirmative vote of three-fourths of the members of its Board of Directors, any of the provisions contained in these Articles of Incorporation.

**ART. 9: REGISTERED AGENT** – The Corporation’s initial registered agent is  Louis Laverone, Esq.