

BYLAWS
OF
CAMBODIAN EDUCATION EXCELLENCE FOUNDATION

ARTICLE 1. NAME

The name of the Corporation is Cambodian Education Excellence Foundation (CEE Foundation), herein after referred to as the "Corporation."

ARTICLE 2. PURPOSES

The purposes of the Corporation are to:

1. Build a strong and lasting organization that help promoting alliances to foster coordination and cooperation with other groups of similar interests;
2. Provide resource opportunities to Cambodian education, and financial assistance through scholarships and other means, to students from impoverished background who have demonstrated a desire to pursue academic excellence in college and have exhibited a potential in succeeding their higher education;
3. Create a general scholarship fund to be awarded to students who pursue higher education in any area of studies, and a special scholarship fund to be awarded to students who pursue higher education in any specific area of studies as specified by the donors, included but not limited to, Information Technology, Engineering, Medicines, Arts, etc;
4. Inspire students to broaden their knowledge and dreams regardless of their family income status, to have a personal accountability, and to be a responsible and caring citizen;
5. Serve as catalyst to increase collaboration between our supporters and students;
6. Promote, nourish and integrate Cambodian education in Cambodia;
7. Reduce the poverty in Cambodian society by mean of stronger education.

ARTICLE 3. NOT-FOR-PROFIT ORGANIZATION

The Corporation is organized solely for charitable, literary, and educational purposes under Section 501(c) (3) and 509(a) (1), (2) or (3) of the Internal Revenue Code of 1954. The Corporation shall have such powers as are now or may be hereafter granted by the General Not-For-Profit Corporation of the State of Virginia, except as otherwise limited by its articles of incorporation or by these Bylaws.

No part of the net earning of this Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, private shareholder or any individual 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 purpose set forth above.

No substantial part of the Corporation activities of which is carrying on propaganda, or otherwise attempting, to influence legislation, and which does not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

The property of this Corporation is irrevocably dedicated to charitable purposes and upon liquidation, dissolution or abandonment of the owner, after providing for the debts and obligations thereof, the remaining assets will not inure to the benefit of any private person but will be distributed to a nonprofit fund, foundation or Corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c) (3) and 509(a) (1), (2) or (3) of the Internal Revenue Code of 1954.

ARTICLE 4. OFFICES

The Corporation shall have and continuously maintain in the State of Virginia a registered office and a registered agent whose office is identical with such registered office, and the Corporation may have such other offices within or without the State of Virginia as the Board of Directors may from time to time determine.

ARTICLE 5. MEMBERS

Section 5.1 Type of Members

Members of the Corporation shall include

1. Individual Members - Any person regardless of age, sex, color, religion, race or nationality who on application, is accepted for membership by the Board of Directors and who pays an annual fee which shall be membership dues set by the Board of Directors, shall be individual member. These members shall be entitled to vote or be nominated for candidacy as board members of the Corporation.
2. Organization Members - Organizations whose purposes and interests similar to the Corporation and have paid annual organization membership dues set by the Board of Directors shall be organization members. Each organization member shall be entitled to appoint one person to serve in the Advisory Board of the Corporation.
3. Honorary Members - All individuals who have made significant contributions, in any moral, material or financial way, to the Corporation. The Board of Directors shall confirm each individual for this membership.

4. Founding Members - All individuals who were presented at the establishment of the Corporation. These members are entitled to vote or be nominated for candidacy as board members of the Corporation.

Section 5.2 Application for Membership

Applications for membership shall be submitted to the Corporation. The Board of Directors reserves the right to reject any application for membership for cause.

Section 5.3 Resignation

Any member may resign at any time by notifying the Corporation of their resignation in writing.

Section 5.4 Removal

The Board of Directors may, by majority vote at a meeting (the notice of which shall have specified the proposed removal), remove any member for failure to pay dues or assessments or failure to follow the policies of the Corporation after given the opportunity to be heard.

Section 5.5 Dues and Assessments

Each member of the Corporation shall pay such dues as the Board of Directors shall from time to time require.

Section 5.6 Rights of Members

Members whose dues are current shall be entitled to vote on any matter properly submitted to the membership for voting.

Membership rights and privileges shall be automatically revoked if a member is convicted of a crime by a final judgment of a court of law.

ARTICLE 6. BOARD OF DIRECTORS

Section 6.1 Powers

Subject to the provisions of the laws of this state (and other states where the Corporation conducts its business and affairs), and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members of this Corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

The duties of the Board of Directors shall be to establish the general policies of the Corporation and to oversee the business and affairs of the Corporation.

Section 6.2 Number, Term and Election

The number of the directors of the Corporation shall be not less than seven or more than thirty one. Any vacancy may be filled by the Board of Directors. A director elected to fill a vacancy shall be elected for the un-expired term of his predecessor.

Each director shall serve a two-year term. The term can be renewed for three times, a maximum of six years. Thereafter, he or she can continue to be board member if re-elected by the majority of the Board of Directors.

None of the directors shall be paid staff of the Corporation or of any other organization receiving financial support from the Corporation.

Section 6.3 Resignation

Any director may resign at any time by notifying the President of the Corporation, the Executive Director or a member of the Executive Committee of his or her resignation in writing.

Section 6.4 Removal

Any director may be removed by a vote of two-third of the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby after given the opportunity to be heard.

Any director may also be removed, if he or she has three consecutive absences from the regular Board of Directors meetings by failure to notify an officer.

ARTICLE 7. ADVISORY BOARD

The Board of Directors may, when deemed beneficial or necessary and by a majority vote, designate the Advisory Board. Members of such boards may attend and participate in meetings of the Board of Directors but shall have no vote in such meetings. Terms and rules for the Advisory Board may be established at the Board of Directors' discretion.

ARTICLE 8. MEETINGS

Section 8.1 Annual / Regular Meetings

An annual meeting of the Board of Directors shall be held in the fourth quarter of each calendar year at a time and place determined by the Board of Directors. The annual meeting shall be dedicated to set budgets, policies, directives and strategies for year that follows. The President shall present and file the state of the Corporation.

Regular meeting of the Board of Directors shall be held at least quarterly and additional meetings may be held on the call of the President or; if he or she is absent or unable or refuse to act, by any two officers, or by any three directors.

Section 8.2 Meeting Notice

Notice of any meeting of the directors, regular or special, stating the time and the place to be held shall be served personally, by mail, or email, upon each director not less than seven days before the meeting. The notice of any special meetings shall state the purpose of the proposed meeting. Business transacted at all special meetings shall be confined to the subjects stated in the call and matters germane thereto.

Section 8.3 Quorum

At least one half of the directors shall constitute a quorum for the transaction of business at any meeting.

Section 8.4 Voting

Each Director shall have one vote.

Voting by proxy is allowable for one proxy per one absent director. The director present at the meeting is entitled to carry only one proxy that is designated by the absent director. The President is not entitled to carry any proxy.

Section 8.5 Acts of Board Of Directors

The act of majority of the directors (fifty one percent) present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by these Bylaws.

ARTICLE 9. OFFICERS

Section 9.1 Election And Term

All officers shall be members of the Corporation. These officers of the Corporation shall be President, Vice President(s), Secretary and Treasurer. The President shall be a member of, and shall be elected by, the Board of Directors. The Vice President(s), Secretary and Treasurer shall be elected by the Board of Directors.

Section 9.2 Removal

Any officer or agent elected or appointed by the Board of Directors may be removed by two-third of the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby after given the opportunity to be heard.

Section 9.3 Vacancies

A vacancy in any office, however caused, may be filled by the Board of Directors for the un-expired term of his or her predecessor.

Section 9.4 President

The President shall preside at all meetings of the Board of Directors and membership and may sign, with any proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed (except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors by these Bylaws or by statute to some other officer or agent of the Corporation), and shall perform such other duties as may be prescribed by the Board of Directors from time to time.

Section 9.5 Vice President

In the absence of the President or in the event of his inability or refusal to act, the Vice President (or in the event there be more than one Vice Presidents, the Vice President in the order designated, or in the absence of any designation, then in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subjected to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 9.6 Secretary

The Secretary shall take and keep the minutes of meetings of the Board of Directors; be custodian of the corporate records, see that all notices are duly given in accordance with the provisions of these Bylaws and as required by laws; keep a register of the post office address of each director which shall be furnished to him by such director; and perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 9.7 Treasurer

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; cause to receive and give receipts for moneys dues and payable to the Corporation from any source whatsoever and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected, execute on behalf of the agency, when so directed by the Board of Directors such documents as may be necessary to effectuate the sale, exchange or transfer of financial instruments; and in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.

ARTICLE 10. EXECUTIVE DIRECTOR

The President shall opt to appoint and employ an Executive Director with the approval of the Board of Directors. The Executive Director shall be the general manager and fiscal agent responsible for administration of the Corporation's programs, finances, and personnel within the framework of the policies, principles, and practices of the Corporation established by the Board of Directors. This shall include but not be limited to staffing, job qualifications, and other responsibilities incident to a Chief Executive Officer of a Corporation. He/she shall employ and discharge such staff as deemed necessary in accordance with budget provisions and personnel policies and practices authorized by the Board of Directors. The Executive Director shall be responsible for the administrative management of the affairs of the Corporation subject to the approval of and direction of the Board of Directors and be responsible to work within an approved budget established by the Board. The Executive Director shall report to the Board of Directors as represented by the President.

ARTICLE 11. COMMITTEES

Section 11.1 Power to Establish Committees

The Board of Directors may, by resolution adopted by a majority of the Board, designate additional committees for the Corporation; in addition to task forces, work groups, etc. as it deems appropriate and necessary.

Section 11.2 Executive Committee

There shall be an Executive Committee that shall consist of the officers of the Corporation. The President shall serve as Chairman of the Executive Committee.

The Executive Committee shall have and may exercise such authority of the Board of Directors in the management of the business and affairs of the Corporation.

The designation and appointment of the Executive Committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it and them by law.

Section 11.3 Nominating Committee

There shall be a Nominating Committee appointed by the Executive Committee to make nominations to fill vacancies of the Board of Directors, facilitate the election process and recruit members. The Nominating Committee shall at least comprise of a chairman and two members.

Section 11.4 Finance Committee

There shall be a Finance Committee composed of one Chairman and at least two members to establish financial policies of the Corporation and to advise the Board on financial and other resources of the Corporation.

The Finance Committee shall complete a report on the Corporation's finances, send to all officers annually and make available to all Board members. The Finance Committee shall be responsible for fundraising for special projects.

The Finance Committee shall prepare the budget for the Corporation to be adopted by the Board of Directors.

Section 11.5 Programs Committee

There shall be a Programs Committee composed of one Chairman and at least two members to explore initiatives, programs, projects and plans and recommend them to the Board of Directors for approval. The Programs committee shall have duties to monitor the implementation of programs, projects and plans and shall from time to time complete progress reports and make them available to all members, the Board of Directors and the Executive Committee.

Section 11.6 Public Relations Committee

There shall be a Public Relations Committee composed of one Chairman and at least two members to develop and monitor public communication guidelines, flyers, advertising materials, plans and strategies for a purpose of outreaching to the public at large and gaining their support for the Corporation.

The Public Relations Committee shall submit communication guidelines, flyers, advertising materials, plans and strategies to the Board of Directors and/or the Executive Committee for their approval.

Section 11.7 Website Committee

There shall be a Website Committee composed of one Chairman and at least two members to guide, approve, and monitor a design and development of a corporate website, approve and monitor its contents to insure they are aligned with the overall mission, objectives and goals of the Corporation.

The Website Committee shall submit website page presentations and contents to the Board of Directors and/or the Executive Committee for their approval.

ARTICLE 12. CODE OF ETHICS

Section 12.1 Code of Ethics and Conduct

Each member, regardless of his/her position with the Corporation, shall, to the best of his/her ability and conscience, abide by the following Code of Ethics and personal conduct.

1. A member shall conduct himself/herself with integrity and dignity and encourage such conduct to other members;
2. A member shall act with courage and strive to maintain, develop and improve his/her ingenuity, and physical and intellectual capacity;
3. A member shall exercise independent judgment;
4. A member shall apply, for himself/herself and with other fellow members, and the public in general, the concepts of helpfulness, truthfulness, perseverance and patience;
5. A member shall reasonably monitor his/her personal activities so as not to discredit the honor and the noble cause of the Corporation;
6. A member shall abide by all applicable laws and regulations in all states and countries where the business and affairs of the Corporation are conducted;
7. A member shall be receptive, objective and open minded;
8. A member shall respect other members' opinion and one would want his or her to be respected;
9. A member shall avoid destructive criticism and character assassination of any of the Corporation's members, community's members and any other person;
10. A member shall avoid other activities not mentioned above, but are deemed to be contrary to the overall mission, objectives and goals of the Corporation.

Section 12.2 Violation

Violation of any provision of this Code of Ethics may result in the removal of membership and position as provided by these Bylaws.

ARTICLE 13. DEPOSITS, CHECKS, LOANS, CONTRACTS

Section 13.1 Deposit of Funds

All funds of the Corporation not otherwise employed shall be deposited in such banks, trust companies, or other reliable depositories as the Executive Committee from time to time may determine.

Section 13.2 Checks, Etc.

All checks, drafts, endorsements, notes, and evidence of indebtedness of the Corporation shall be signed by such officers or agents of the Corporation and in such manner as the Board of Directors from time to time may determine. Endorsements for deposits to the credit of the Corporation shall be made in such manner as the Board of Directors from time to time may determine.

Section 13.3 Loan

No loans or advances shall be contracted on behalf of the Corporation, and no note or other evidence of indebtedness shall be issued in its name, unless and except as authorized by the Board of Directors. Any such authorization may include authorization to pledge, as security for loans or advances so authorized, any and all securities and other personal property at any time held by the Corporation.

Section 13.4 Contracts

The Executive Director or any other officer specifically authorized by the Board of Directors may, in the name of and on behalf of the Corporation, enter into those contracts or execute and deliver those instruments to the extent authorized by the Board of Directors. Without the authorization specified in the Corporation program and budget approved by the Board of Directors, no officer, staff or other agent of the Corporation may enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation.

ARTICLE 14. FISCAL YEAR

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

ARTICLE 15. AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board of Directors at any regular meeting, provided that notice of the changes under consideration at that meeting or any adjournment thereof shall have been a part of the notice of such meeting. A two-thirds vote of all of the Board of Directors is required to amend the Bylaws.

Adopted on April 28, 2007

And Signed by

Ben Bao
Samrang Kchao
Mengly Chean
Sar Van
Serey Kiman
Sophia Tep
Kim Tung Yap
Oddom Seng
Salang Bao
Tan Chip
Donn Kong
Jean-Baptisted Chhor
Mantha Yong
Mealy Chhim

Hean Yuth
Samudd Chhim
Chenda Smead