

- d) Conduct an active fund-raising program, through the staff and the members of the Board, with the aim of providing not only on-going operating funds but also an endowment, the income from which would be devoted to the support of the purposes described in paragraph (a) of this Article;
- e) acquire, hold and dispose of property in the name of the Foundation as the Board may consider necessary or desirable; and,
- f) administer or assist in administering or otherwise facilitate the implementation of educational exchange programs and communications that contribute to achieving the purpose of the Foundation as stated in Article I.

### ARTICLE 3

#### The Board of Directors

1. The Foundation shall be governed by a Board of Directors consisting of twenty members, ten of whom will be citizens or nationals of the United States of America and ten of whom will be citizens or nationals of Canada.
2. Be recommended for membership/directorship by the Minister of Foreign Affairs and shall be appointed by the Board for three year terms. Such Canadian members/directors may be removed by a vote of the majority of the Canadian members/directors of the Board present at the Board meeting.
3. All subsequent American members/directors shall be appointed by the Ambassador, or the Charge d'Affaires a.i., of the United States to Canada for three year terms and may be removed by the Ambassador, or Charge d'Affaires a.i., of the United States to Canada.
4.
  - a) No member/director shall serve for more than six consecutive years. Terms (other than those of the initial members/directors) will commence on January 1 and end on December 31.
  - b) A member may resign prior to the end of his or her term by presenting a written notice to the Chair. Such resignation will take effect upon that date, being not later than two months from the receipt by the Chair of such written notice, as is designated by the resigning member.
5. Members of the Board will be drawn from the educational, corporate and professional communities in the two countries.
6. Each member of the Board shall have one vote, except for the ex-officio members. Decisions of the Board shall be made by a majority of the votes cast. The Chair shall cast a second and deciding vote in the event of a tie vote by the Board.