

3. A Chairperson shall be elected by the Board from its own membership for a period of service of one year, provided that the Chair shall be assumed, alternately by an American and a Canadian member. Other officers shall be elected by and from the Board to include, at a minimum, a Treasurer.

4. Each member of the Board shall have one vote, except as qualified in paragraph 5 below. Decisions of the Board shall be made by a majority of the votes cast. The Chairperson shall cast a second and deciding vote in the event of a tie vote by the Board.

5. The Ambassador or the Chargé d'Affairs a.i. of the United States of America to Canada shall be an ex-officio, non-voting member of the Board. If the Ambassador is unable to attend a given board meeting, he/she may appoint a representative. The other nine American members shall be appointed and may be removed by the Ambassador or Chargé d'Affairs a.i. of the United States of America to Canada. At least one of the other nine American members shall be an officer of the diplomatic mission of the United States of America to Canada. The Ambassador or the Chargé d'Affairs a.i. of Canada to the United States of America shall be an ex officio, non-voting member. If the Ambassador is unable to attend a given board meeting, he/she may appoint a representative. The other nine Canadian members shall be appointed and may be removed by the Minister of Foreign Affairs. At least one of the other nine Canadian members shall be an official of the Government of Canada. The remaining members of the Board shall be drawn from the educational, corporate, and professional communities in the two countries.

6. The non-governmental members shall be appointed for three year terms and shall be eligible for reappointment. However, no member shall serve for more that six consecutive years. Terms shall commence on January 1 and end on December 31. Vacancies by reason of resignation, expiration of service or otherwise, shall be filled in accordance with the preceding paragraph for the balance of the term remaining.

7. The members shall serve without compensation, but the Board may defray the necessary expenses of the members in attending the meetings of the Foundation and in performing other official duties arranged by the Board.

8. The members shall engage in fund raising and program development to increase the number and diversity of Canada-U.S. Fulbright exchange opportunities. Priorities for board members include raising money to support Fulbright awards and other exchange program activities of the Foundation, promoting the U.S.-Canada Fulbright program, extending the recognition of the Fulbright program, and expanding the impact of educational exchange between Canada and the United States.

ARTICLE 6

Administration

1. The Board shall engage an Executive Director, and an administrative and clerical staff, fix and pay the salaries and wages thereof, and incur such other expenses as may be necessary for the administration of the Foundation.

2. The Board shall engage such by-laws and appoint committees as it may deem necessary for the conduct of the affairs of the Foundation.