

ARTICLE IV: IMPLEMENTATION - THE UNITED STATES

The Foundation shall, for the purpose of this Agreement:

- a) recommend to the Board of Foreign Scholarships of the United States of America students, trainees, scholars, teachers, instructors and professors who are citizens or nationals of Canada for participation in programs as it may deem necessary for achieving the purposes of this Agreement;
- b) act to bring about the establishment in the United States of an organization which will apply for and obtain tax-exempt status from the Internal Revenue Service of the United States to support the activities of the Foundation; and,
- c) in the budgeting and accounting of funds and in financial reporting to the United States Government, follow USIA's Manual for Binational Commissions.

ARTICLE V: THE BOARD

1. The principal office of the Foundation shall be in Ottawa.
2. The Foundation shall be governed by a Board consisting of sixteen members, eight of whom will be citizens or nationals of the United States of America and eight of whom will be citizens or nationals of Canada.
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 alternatively by an American and a Canadian member. Other officers will 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'Affaires a.i. of the United States of America to Canada shall be an ex officio, non-voting member of the Board. The other seven American members shall be appointed and may be removed by the Ambassador or Chargé d'Affaires a.i. of the United States of America to Canada. At least one of the other seven American members shall be an officer of the diplomatic mission of the United States of America to Canada. The Ambassador or the Chargé d'Affaires a.i. of Canada to the United States of America shall be an ex officio, non-voting member. The other seven Canadian members shall be appointed and may be removed by the Secretary of State for External Affairs. At least one of the other seven Canadian members shall be an official of the Government of Canada. The remaining members of the