

ARTICLE IV - Board of Directors

1. There shall be a Board of Directors consisting of twelve (12) members elected for terms of three (3) years, the Chairs of the Management Councils elected for terms of one (1) year, and the President, *ex officio*. Management Council Vice Chairs and Center Directors may attend any Board Meeting *ex officio*, without voting privileges.

2. The Chair and members of the Board of Directors, exclusive of the President, shall be elected by the Member Representatives as provided in these By-Laws. Directors other than the Chairs of the Management Councils and the President shall be elected for a term of three (3) years and shall not serve for more than two (2) terms consecutively. Each Director so elected shall serve not only until the expiration of the term for which elected but also until a successor has been elected and has qualified. Each Chair of a Management Council shall be elected for a term of one (1) year and may be reelected for not more than five (5) additional consecutive terms of one year each.

a. At least four (4) of the Directors shall also be Member Representatives.

b. At least four (4) of the Directors shall not be Member Representatives.

c. At least two (2) of the Directors shall come from non-U.S. institutions.

d. No more than four (4) elected Directors and no more than two (2) Management Council Chairs who are not U.S. citizens may serve at any time.

e. The Chair may be either a Member Representative or not a Member Representative. The Chair of a Management Council who is elected for a term of one (1) year may also be a Director who is elected for a term of three (3) years as provided in these By-Laws.

f. Notwithstanding any other provision in these By-Laws, at the effective date of these By-Laws, four (4) of the Directors shall be elected for an initial term of one (1) year, another four (4) of the Directors shall be elected for an initial term of two (2) years, and another four (4) of the Directors shall be elected for an initial term of three (3) years. Those Directors elected for an initial term of one (1) year may be reelected for two (2) succeeding consecutive terms of three (3) years.

3. The Board of Directors may fill vacancies occurring in the Directorship between Annual Meetings of the Member Representatives. Any Director appointed to fill a vacancy shall serve until the next Annual Meeting of the Member Representatives. A Director appointed to fill a vacancy shall not be considered an elected Director for the purpose of Paragraph 2 of this Article IV.

4. The Board of Directors shall meet not less than two (2) times during each calendar year and at places determined by the Board. Other meetings may be held whenever called by the Chair of the Board, the President or by two (2) members of the Board, or by one-third or more of the Directors.

5. Whenever desired, the Board of Directors may conduct business by telephone or video-conference call. A telephone or video-conference call among the Directors shall constitute a meeting of the Board of Directors. In such case, notice must be given to all Directors twenty-four (24) hours in advance.

Whenever desired, the Board of Directors may vote via electronic mail (email), and such votes shall be binding to the same extent as would be the case for meetings conducted in-person.

6. Except as otherwise required by law or as otherwise provided in the Articles of Incorporation or in these By-Laws, the Board of Directors shall have and may exercise all of the powers of the Corporation and shall have charge, management and control of the business and affairs of the Corporation. The Board shall have full power to do any and all things in relation to the activities and affairs of the Corporation, and to exercise any powers that are not specifically required by law or by these By-Laws to be specifically reserved for action by the Member Representatives.

7. The Board of Directors shall be responsible to the Member Representatives for the effective management of the Corporation and the achievement of its purposes. The Board of Directors shall report at each Annual Meeting of the Member Representatives all significant actions of the Corporation, including actions taken by the Board of Directors since the previous meeting of the Member Representatives. Minutes of the meetings of the Board of Directors shall be distributed to all Member Representatives. The Board of Directors shall attend all meetings of the Member Representatives; respond informally to comments and questions voiced at such meetings, and reply in writing to any issues raised by formal act of the Member Representatives at such meetings.

8. A quorum for the transaction of business at any meeting of the Board shall be determined as follows. If the total number of Directors is an even number, the presence of at least one half of that number of Directors shall constitute a quorum. If the total number of Directors is an odd number, the presence of at least a majority of the Directors shall constitute a quorum.

9. Unless otherwise specified in these By-Laws, actions of the Board of Directors shall be by majority vote. Each Director, including any Chair of a Management Council elected for a term of one (1) year who is also a Director elected for a term of three (3) years as provided in these By-Laws, shall be entitled to (1) vote.

10. Without limiting the full range of duties and powers of the Board, the Board of Directors shall, among other actions,

- a. Elect a Vice-Chair from among the Directors.
- b. Consult with and provide assistance to the Nominating Committee as provided in these By-Laws.
- c. Establish and promulgate Corporation policy.
- d. Consider and approve amendments to the By-Laws, subject to Article XIV of these By-Laws.
- e. Accept the annual audit report and transmit it to the Member Representatives at their Annual Meeting.
- f. Approve budgets.
- g. Elect members of the Management Councils from a slate of candidates received from the Member Representatives.
- h. Approve minutes of preceding meetings.
- i. Conduct searches for and select, appoint, and fix the compensation of the President and Center Directors, conduct performance reviews thereof, and take necessary action, including suspension or termination of employment.
- j. Issue and amend from time to time charters or terms of reference to the Management Councils, consistent with these By-Laws, and delegate such additional functions and responsibilities to the Management Councils (with any conditions deemed necessary) as the Board determines to be in the interest of appropriate and efficient management.
- k. Oversee the activities of the Management Councils and receive and consider reports from those Councils.
- l. Ratify the appointments of key Center management officials that have been approved by the respective Management Councils.
- m. Approve tenure case