



Board of Directors: Qualifications and Election

- A. Qualifications. Candidates for Director must
- (1) be a voting member of the Foundation
 - (2) not be employed by the Fraternity or Foundation, and
 - (3) never have been removed from an office of the Fraternity or Foundation for Cause.
- B. Nomination. Candidates for Directors shall be nominated (1) in writing by a voting member of the Foundation, or (2) by any member of the Foundation Board of Directors. All nominations must be received by May 31 of the year in which the election is to take place. The nominees shall verify their acceptance of the nomination and each candidate shall submit a resume (or biographical information) to the principal office of the Foundation prior to June 15.
- C. Nominating Committee. All nominations and biographical information with respect to the nominees for Directors shall be submitted to the Nominating Committee no later than June 15 of each year when an election is to be held. The Nominating Committee shall meet in person, by teleconference, or other acceptable manner permitted by applicable law to review the nominations, determine all qualified candidates and recommend one (1) nominee for each vacant position. The meetings of the Nominating Committee shall be held at such time and place as agreed upon by a majority of the members of the Nominating Committee or as designated by the Board of Directors, but such meetings shall be held before June 30. After the Nominating Committee has determined the list of acceptable candidates and its recommended candidates, it shall forward such to the principal offices of the Foundation. The Chief Executive Officer shall send the following to each Eligible Voters: (i) a list of the nominees for Director, with those recommended so indicated, (ii) their related biographical information, and (ii) a written ballot.
- D. Election. Directors shall be elected at the annual meeting by a majority vote of the eligible voting members pursuant to a vote by written ballot. Each member shall be entitled to cast one vote for each vacancy on the Board of Directors. A certified ballot shall be sent to all members eligible to vote for Directors by July 1 of the year in which an election of Directors is to be held. Each member must complete the ballot with his or her choice for each Director position, date and execute the ballot, and return it to the principal offices of the Foundation so that it is received on or before July 20. Voting members may also proxy their vote to the Secretary of the Foundation Board of Directors, or any voting member attending the Members Meeting in person. Ballots shall contain a list of all qualified candidates as determined by the Nominating Committee, with those recommended by the Committee indicated as such. Ballots not actually received by the Foundation on or before July 20 shall not be counted in the election of Directors, unless the Eligible Voter attends the meeting of the Board of Directors in person and casts his or her ballot in person. The results of the election shall be made available to the members of the Foundation at the Annual Members Meeting after the ballots have been counted and the election results certified.