



## **RELEVANT SECTIONS OF CHEA BYLAWS REGARDING COMPOSITION OF THE CHEA BOARD OF DIRECTORS**

Article V, Section 2. Number, Election and Term. The number of Directors which shall constitute the entire Board of Directors shall be not fewer than seventeen (17) nor more than twenty (20), or such number as may be determined from time to time by amendment of these Bylaws. No decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director. Except as provided in Section 4 hereof, prior to each annual meeting of the Board of Directors, the Committee on Directors shall nominate persons to serve on the Board of Directors. Members of the Board shall be elected by a majority vote of the Board of Directors present at the Annual Meeting. Each Director elected shall be elected for a three-year term and shall hold office until his/her successor is elected and qualified or until his/her earlier resignation or removal. No member of the Board of Directors may be elected to serve for more than two full, consecutive three-year terms (not including partial terms); provided, however, that in any case the term of the immediate past Chairperson may be extended for one additional year if the Chairperson's three-year term is otherwise due to expire.

Article V, Section 3. Composition. In electing the members of the Board of Directors, the following composition requirements must be satisfied: A majority of the directors shall be composed of current chief executive officers of degree-granting colleges or universities, of whom at least two (2) shall be from associate degree colleges, at least two (2) shall be from baccalaureate colleges, at least two (2) shall be from master's (comprehensive) universities and colleges, and at least two (2) shall be from research or doctoral universities. The remaining directors shall be composed of current or former trustees, faculty members, or academic administrators of higher education institutions, or members of the public at large; provided, however, that at least four (4) of said remaining directors shall not be employees of higher education institutions.

In composing the membership of the Board of Directors, the Corporation shall exercise its efforts to achieve a reasonable balance in the overall composition of the Board with regard to public and private institutions, geography, professional and disciplinary field, institutional character and mission, and the gender, race and ethnicity of members of the Board of Directors. Directors need not be residents of the District of Columbia.

Article V, Section 4. Vacancies. Any vacancy occurring on the Board of Directors (including a vacancy resulting from an increase in the number of Directors) may be filled, in accordance with composition requirements set forth at Article V, Section 3 of these Bylaws, by the affirmative vote of a majority of the then remaining members of the Board of Directors, although less than a quorum, or by a sole remaining Director, and each Director so elected shall hold office until his/her successor is elected and qualified or until his/her earlier resignation or removal. In the case of an individual elected pursuant to this provision to fill a vacancy created by the death, removal or earlier resignation of a member of the Board of Directors, the Board of Directors may, in its discretion, determine to elect such individual for a full 3-year term or a partial term that does not exceed the balance of the term of office of the former Director whose term has become vacant and is being filled by such individual.