

FUND FOR EDUCATIONAL EXCELLENCE, INC.

Charter for the Board Affairs Committee of the Board of Directors

Purposes

The purpose of the Board Affairs Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Fund for Educational Excellence, Inc., a Maryland non-stock corporation (the “*Corporation*”), shall be to:

- Recruit new members to the Board.
- Arrange for training members of the Board.
- Arrange for evaluation of members of the Board.
- Review and propose changes to the Bylaws of the Corporation, as the same may be amended and restated from time to time.
- Identify and consider “best practices” and trends in non-profit governance and report such “best practices” and trends to the Board.

Membership

The Committee shall be comprised of one (1) or more directors designated by a majority of the remaining members of the Board not serving on the Committee. The Board may also designate persons who are not members of the Board to serve as advisors to the Committee. When so designated, such persons shall participate in the activities of the Committee, but shall not thereby be charged with, or have the responsibilities and obligations of, members of the Board, and shall be deemed to be serving in an advisory capacity only. All members of the Committee shall be appointed by and serve at the pleasure of the Board. One member of the Committee shall be appointed Chairman of the Committee, by a majority of the members of the Committee.

Meetings

The Committee shall meet at such times and in such manner as it deems appropriate. Meetings may be called by the Chairman of the Committee or by a majority of the members of the Committee. The Committee shall report all of its actions to the Board. One of the members of the Committee shall act as Secretary of the Committee (the “*Secretary*”). The Secretary shall keep all records and documents of the Committee, including, without limitation, the official minutes of the Committee meetings. The Secretary shall hold a current list of the members of the Committee and shall give notice of all meetings to the members of the Committee.

A majority of the whole Committee shall constitute a quorum for the transaction of business by the Committee. The action of a majority of the members of the Committee present at a meeting of the Committee at which a quorum is present shall be the action of the Committee. In the event of a deadlock, the Chairman of the Committee shall have a tie-breaking vote.

The Committee may adopt further rules for its governance, provided that such rules are not inconsistent with this Charter, the Articles of Incorporation of the Corporation, as amended and restated from time to time, the Bylaws, any rules adopted by the Board from time to time, or any applicable law of the State of Maryland.

Authority

In furtherance of the Committee's purposes set forth above, the Committee shall have the authority to:

- Establish criteria for new members of the Board,
- Develop strategies to recruit new members to the Board,
- Prepare a list of recommendations of new members of the Board for the Executive Committee,
- Prepare for and arrange training for some or all members of the Board and committees of the Board,
- Develop criteria for the evaluation of the full Board and each individual member of the Board,
- Evaluate the full Board and each individual member of the Board and deliver results of such evaluation at the annual meeting of the Board,
- Develop a process for the review of the Bylaws and propose changes to the Bylaws to the Board,
- Propose changes to the governance of the Corporation to the Board, and
- Take such other action not expressly delegated to another committee of the Corporation as is necessary and appropriate to further the Committee's purposes.

The Committee shall also carry out such other duties and have such authority as may be delegated to it by the Board from time to time.