

NEW ENGLAND ASSOCIATION OF SCHOOLS AND COLLEGES, INC.
209 Burlington Road, Bedford, Massachusetts 01730

BY-LAWS OF THE ASSOCIATION

Amended as of December 9, 2005

ARTICLE I
Name and Purpose

Section 1. The name of this Corporation shall be the "New England Association of Schools and Colleges, Inc." -- sometimes hereinafter referred to as the "Corporation".

Section 2. The purposes of the Corporation shall be exclusively educational; to advance the cause of education in the colleges and schools of New England and of other geographical areas designated from time to time by the Board of Trustees by taking over and carrying on in corporate form the ongoing organization, activities, purposes, assets, and liabilities of the New England Association of Colleges and Secondary Schools as presently constituted; such purposes being, specifically, to act as a regional accrediting organization dedicated to the establishment of cooperative relations among the colleges and schools of New England, and of other geographical areas designated from time to time by the Board of Trustees, to the development, maintenance, and improvement of sound educational standards, and to promote the interests common to both colleges and schools; to receive by gift, bequest, or otherwise monies and property to be devoted to the purposes of the Corporation and to accept and administer the same in the name of the Corporation in Trust or otherwise. In the course of its operations and activities in carrying out the foregoing purposes the Corporation shall never be in anyway, directly or indirectly, for the profit of its members and no part of the net earnings of the Corporation shall inure to the benefit of any member or individual; the Corporation shall not engage in carrying on propaganda, or otherwise attempt to influence legislation, and shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office; and to have and exercise all the rights, powers, and privileges which may now or hereafter be conferred by the laws of the Commonwealth of Massachusetts upon corporations formed under the provisions of Charter 180 of the General Laws, to the extent that they are not inconsistent with or do not exceed the limited activities prescribed in the foregoing statement of specific purposes.

ARTICLE II
Membership

Section 1. The Corporation shall be composed of, originally, the incorporators who signed the Agreement of Association for its formation, together with all members of the New England Association of Colleges and Secondary Schools (an unincorporated association), certified by its Secretary-Treasurer to be members in good standing as of the effective date of the incorporation of the Corporation; and, in addition, all such other institutions, as hereinafter defined in the following Sections of this ARTICLE II, as may be elected to membership in the manner hereinafter provided in the following Sections of the ARTICLE II.

Section 2. There shall be one class of members: institutional.

Section 3. The institutional members shall be those educational institutions in New England and in other geographical areas designated from time to time by the Board of Trustees that have been recommended by the appropriate commission and elected to membership by a majority vote of the Board of Trustees. Institutional membership in the Association constitutes regional accreditation. Such election by the Board of Trustees shall be reported to the next regular or special meeting of the Corporation. Each institutional member shall be entitled to two delegates named by the chief administrator of the institution. Delegates shall be formally certified by the institution they represent previous to each annual meeting. Delegates so certified shall be eligible to vote at any meeting of the Corporation throughout the year subsequent to such certification.

ARTICLE III

Officers and Board of Trustees

Section 1. The officers of the Corporation shall be a President, President-Elect, and a Secretary-Treasurer. To serve as an officer of the Corporation a person must be a full-time administrator or teacher at a member institution or of a multi-institutional system. If the Secretary-Treasurer is not a resident of the Commonwealth of Massachusetts, the Corporation shall appoint a resident agent for the purpose of service of process and for the purpose of maintaining the book or books of the Corporation within the Commonwealth of Massachusetts at the principal office of the Corporation or the resident agent, which book or books shall be open at all reasonable time to the inspection of any member, and shall contain the original or attested copies of the Articles of Organization, By-Laws, and records of the meetings of the members of the Association.

Section 2. The President, subject to the Board of Trustees, shall perform the duties customarily pertaining to his respective office and such other duties as the Board of Trustees shall from time to time designate.

Section 2A. The President-Elect, subject to the Board of Trustees, shall perform the duties customarily pertaining to the office of the Vice President and such other duties as the Board of Trustees shall from time to time designate.

Section 3. The Secretary-Treasurer, subject to the Board of Trustees, shall keep a record of the meetings of the Corporation and a record of names and addresses of all member institutions; and, subject to the Board of Trustees, shall have general charge of the financial affairs of the Corporation, keep accurate books of account, have custody of all funds, securities, and valuable documents of the Corporation, and shall perform such other duties as the Board of Trustees shall from time to time designate.

Section 4. The Officers, the Chairman of each of the Commissions provided for in Article IV below, seven members-at-large who shall come from the six groups of the Corporation represented by the Commissions as set forth below, the immediate Past President and the six representatives of the public interest of their respective New England states as specified in Section 5, of Article III shall constitute the Board of Trustees. Of the seven members-at-large one shall come from the constituencies of the Commission on Independent Schools, the Commission on Public Secondary Schools, the Commission on Technical and Career Institutions, the Commission on Public Elementary and Middle Schools, and the Commission on American and International Schools Abroad. The remaining two members shall come from the constituency of the Commission on Institutions of Higher Education, one of whom shall be a representative of a public college and the other shall be a representative of a private college.

Section 5. A person from each of the six New England states who has not been an active professional educator for the previous five years, and who is not currently affiliated with our educational institutions shall be eligible as a representative of the public interest of his/her respective New England state, for election as a member to the Board of Trustees. In addition, commencing with the Annual Meeting to be held in December of 2002, the Nominating Committee shall use its best efforts to ensure that each representative of the public interest nominated for his or her first term on the Board of Trustees shall have served on one of the Commissions or Committees of the Corporation for at least two (2) years. Each of six such public representatives shall become a member on election by the Board of Trustees. Each member so nominated and elected shall serve for two years as a voting member of the Board of Trustees and shall be eligible for a second and consecutive term of two years. In the event that any such member representing the public interest as aforesaid shall die, resign, or otherwise be removed from office, the resulting vacancy shall be filled by the election of another person from the same New England state to serve for the remainder of such term. (This change is intended to bring to the governing body of the Corporation [Board of Trustees] public representatives with prior Commission/Committee experience.)

Section 6. The officers of the Corporation shall be elected for one-year terms. Commencing with the Annual Meeting of the Corporation to be held in December 1979, the office of President shall not be filled by the election. Instead the President-Elect shall automatically succeed to the office of president at the expiration of the incumbent president's one-year term. No Secretary-Treasurer shall be elected to more than five successive terms of office. Members-at-large of the Board of Trustees shall be elected for three-year terms except that in any year in which more than three members-at-large have terms expiring, the Board of Trustees shall create varying terms so that not more than three terms expire in any one year. The officers and members-at-large shall be elected at the Annual Meeting of the Corporation, and shall hold office until their successor is chosen and qualified, or in each case until he sooner dies, resigns, is removed, or becomes disqualified. A Nominating Committee appointed by the President shall submit a slate of nominees to the Annual Meeting and there shall be opportunity for nominations from the floor. The Nominating Committee shall solicit suggestions from each commission for nominees for members-at-large of the Board of Trustees. The Nominating Committee prior to the Annual Meeting at which the terms of any member representing the public interest, as defined and provided for in Section 3 of ARTICLE II, expires shall submit to the Board of Trustees a slate of nominees to fill such pending vacancies. If there is a vacancy in the office of President during the term thereof, the President-Elect shall succeed to the office of President. Any vacancy in the office of President-Elect, Secretary-Treasurer, or member-at-large of the Board of Trustees subsequent to the election shall be filled by vote of the Board of Trustees.

Section 7. The Board of Trustees shall have the power to assess the annual dues for all classes of membership and shall have the entire management and control of the property and affairs of the Corporation and shall have all powers usually vested in a Board of Trustees of a business corporation, it being the intention that in the management and control of the property and affairs of the Corporation the Board of Trustees is and shall be vested with all powers possessed by the Corporation itself so far as this delegation of authority is not inconsistent with the laws of the Commonwealth of Massachusetts, with the Charter of the Corporation, or with these By-Laws.

Section 8. The Board of Trustees shall appoint a Chief Executive Officer who shall be the chief administrative officer of the Association. Other professional staff shall be appointed by the Board of Trustees on recommendation of the Chief Executive Officer. The Board of Trustees shall have the power to remove or suspend, with or without cause, the Chief Executive Officer or other professional staff appointed by the Board of Trustees by vote of a majority of the voting members of the Board of Trustees then in office, at any special meeting called for such purpose or at any regular meeting. The Chief Executive Officer or other professional staff may be removed for cause only after reasonable written notice and opportunity to be heard and may be removed without cause only after written notice that the individual is being removed without cause.

Section 9. The Board of Trustees shall be empowered to establish and appoint standing or special committees of the Association, such committees to be established to further and improve services rendered by the Association.

Section 9a. The Board of Trustees, after receiving recommendations from the Audit Committee appointed pursuant to ARTICLE III, *Section 8*, if so appointed, or if there be no such Committee, shall, in either event, designate an auditor to conduct an annual audit of the Corporation's books of account.

Section 10. The Board of Trustees shall formulate and keep up to date a written statement prescribing due process for an institution that receives an adverse decision regarding its membership or continued membership. For the purpose of this Section 10, an adverse decision means denial of candidacy for accreditation, denial of membership, placement of the institution on probation, or termination of membership.

Section 11. The agenda of each official meeting of the Board of Trustees shall provide for the presentation of affirmative recommendations from the various commissions for actions on institutional membership.

Section 12. The Board of Trustees may establish stated meetings and provide that no notice of the same need be given. Special meetings of the Board of Trustees may be held at any time or place subject to the call of the President, Secretary-Treasurer, or any two members of the Board of Trustees. The Board of Trustees may hold a regular meeting immediately after the close of the Annual Meeting of the Corporation or of a meeting held in lieu thereof, or as soon after such meeting as may be convenient. If such meeting of the Board of Trustees is held after the Annual Meeting or the meeting in lieu thereof, no notice need be given of such meeting and any business may be transacted thereat.

Section 13. Except as otherwise provided, notice of every meeting of the Board of Trustees shall be given by the Secretary-Treasurer or by the person or persons calling the meetings at least ninety-six hours prior thereto by delivering or mailing to each member a written notice of said meeting to the address of every member as it appears upon the books of the Corporation, provided, however, that no notice need be given or sent to any member who is present at such meeting or who in writing waives the right to such notice.

Section 14. A majority of the voting members of the Board of Trustees shall constitute a quorum except that when the number of the voting members of the Board of Trustees is greater than ten, five voting members shall constitute a quorum. A lesser number, however, may adjourn a meeting by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice. When a quorum is present at any meeting, a majority of the voting members of the Board of Trustees present and voting shall decide any questions, unless otherwise provided by the law, the Articles of Organization, or these By-Laws.

ARTICLE IV

Commissions

Section 1. There shall be:

- a. A Commission on Institutions of Higher Education
- b. A Commission on Independent Schools
- c. A Commission on Public Secondary Schools
- d. A Commission on Technical and Career Institutions
- e. A Commission on Public Elementary and Middle Schools
- f. A Commission on American and International Schools Abroad

Section 2. The membership of each commission may be drawn from and be representative of the following groups:

- a. Administrators of individual member institutions
- b. Teaching personnel from member institutions
- c. Administrators of multi-institutional systems with at least one member institution

Each commission shall have at least one member from each of the six New England states. The membership of each commission shall include professional educators representing each level of education within the purview of the commission. In addition, each Commission shall have at least one public member who has not been an active professional educator for a period or periods totalling five years, and who within the past ten years prior to election has not been an active professional educator during said five years.

Section 3. Each commission shall determine the number of its members and their terms of office subject to the approval of the Board of Trustees and also subject to the following restrictions:

- a. No person may serve more than six consecutive years as a commission member. This restriction may be waived for specific individuals for one-year periods by action of the Board of Trustees.
- b. In any year in which more than 40% of a commission membership have terms expiring the commission shall create varying terms in such a way as to restore a rotation system in which no more than 40% of the terms expire in any one year.

Section 4. Commission members shall be elected by a majority vote of the delegates of institutional members served by the commission concerned. Meetings of such delegates for this purpose shall be held in conjunction with the Annual Meeting of the Corporation. Each commission shall present a slate of nominees to its delegates' meeting and there shall be opportunity for nominations from the floor. In compiling its slate of nominees each commission shall solicit suggestions from the chief administrative officer of each of its member institutions. For an election of a commission member to be valid the result must conform with the provisions of Section 2 and 3 of this Article.

Section 5. A vacancy on a commission occurring at a time other than that of the Annual Meeting of the Corporation may be filled by the commission concerned subject to the approval of the Board of Trustees. An appointment made under the authority of this Section shall expire at the time of the next Annual Meeting of the Corporation upon the election and qualification of the successor.

Section 6. Each commission shall elect its own Chairman from among its membership. Subject to the provisions of Section 3 of this Article, a Commission chairman may be reelected at the pleasure of the commission. Each commission may also elect such other officers as it sees fit. Each Chairman, officer, and member of a commission shall hold office until his successor is elected and qualified, or until he sooner dies, resigns, or is removed or becomes disqualified.

Section 7. Each commission shall formulate and keep up-to-date written statements of standards and procedures for candidacy for accreditation and for initial accreditation of institutions within its own group, subject to approval by the Board of Trustees. Each commission shall have the responsibility and duty to recommend to the Board of Trustees its affirmative decisions, regarding the affiliation of candidates for accreditation and the election to initial accreditation of institutions within its own group. Each commission shall have the responsibility and duty to make decisions that are adverse to an institution's accreditation status, (herein "adverse decision") including denial of candidacy for accreditation, denial of accreditation, placement of an institution on probation or termination of accreditation. All recommendations and decisions of the commissions shall be reported to the Trustees. Each commission shall comply with the applicable provisions of the due process statement then in effect as provided in Article III, Section 10 of these By-Laws. Each commission shall also have jurisdiction of such other matters as pertain to its own institutional members which are not of concern to one or more other commissions. Subcommittees may be appointed to deal with any phase of a commission's work.

ARTICLE V

Annual Meeting

Section 1. There shall be an Annual Meeting of the Corporation in the month of November or December held in the Commonwealth of Massachusetts. If for any reason the Annual Meeting is not held as herein provided, a special meeting shall be called in lieu thereof and for the same purpose. Special meetings may be called by the President, the Board of Trustees, or by the written request of three institutional members at any time.

Section 2. Representatives from twenty-five of the current institutional membership of the Corporation shall constitute a quorum. A smaller number may adjourn to a particular day by a majority vote of those present, and no further notice shall be required as to the meeting so adjourned. When a quorum is present at any meeting, a majority of the votes properly cast by institutional members duly represented by certified delegates or by proxy shall decide any question, including election to any office, unless otherwise provided by law, the Articles of Organization, or these By-Laws.

ARTICLE VI

Notices

Notice of every meeting of the Corporation shall be given by the Secretary-Treasurer or by the person or persons calling the meeting to each member and each certified official delegate by mailing the same, postage prepaid, address to him at his address as it appears upon the records of the Corporation, seven days at least before the time of such meeting except when greater notice is otherwise required by law or these By-Laws. Such notice shall state the time and place of the meeting and, where these By-Laws or the laws of the commonwealth require it, the particular business to be transacted.

ARTICLE VII

Voting and Proxies

At all meetings of the Corporation each delegate formally certified by the member institution he represents in accordance with the procedures of the Association shall be entitled to one vote, either in person or by proxy in writing which shall be filed with the Secretary-Treasurer before being voted subject, however, to the provisions of ARTICLE IX (Amendments) of these By-Laws. Unless otherwise specially limited by its terms, any proxy shall entitle the holder thereof to vote at any adjournment of the meeting for which given, but the proxy shall terminate after the final adjournment of such meeting.

ARTICLE VIII

Income, Gifts, and Bequests

None of the income of the Corporation shall be divided among the members of the Corporation or among the officers or members of the Board of Trustees or shall be used or appropriated for other than the salaries, expenses, and educational proposes of the Corporation, and all monies and property, real or personal, received by gifts, bequests, or otherwise shall be devoted to the purposes of the Corporation as set forth in the Charter or Agreement of the Association and in these By-Laws and in accordance with the provisions of Chapter 180 of the General Laws of the Commonwealth of Massachusetts. The Board of Trustees is authorized to accept and receive in the name of the Corporation all such monies and property given for such purposes in trust or otherwise in accordance with the provisions of said Chapter 180 of the General Laws. In the event that the Corporation is dissolved or annulled, all property of the Corporation, or the proceeds thereof, after payment of the debt due from the Corporation shall not go to the members of

the Corporation, not be divided among them, but shall be distributed and paid over to such not-profit educational institutions or organizations within the six New England states as are exempt from Federal Tax under Section 501 (c) of the Internal Revenue Code of 1954, or the corresponding provisions of any successor act, as the Board of Trustees, upon such dissolution or annulment of the Corporation, shall designate as the beneficiary or beneficiaries for such purpose.

ARTICLE IX

Amendments

Any of these By-Laws may be amended by a two-thirds vote at any regular meeting of the Corporation, fourteen days previous written notice of the proposed amendments having been given to all members of the Association, provided, however, that no amendment to these By-Laws may be adopted unless it shall have been first approved by each of the five groups of institutional membership; i.e., delegates from institutions of higher education, delegates from public secondary schools, delegates from independent schools, delegates from public elementary schools, delegates from technical and career institutions, and provided further that failure to act by any of the aforesaid groups shall constitute approval. Notwithstanding anything contained herein to the contrary, the Board of Trustees is authorized to amend the By-Laws when required under the provisions of federal law and regulations to ensure the Association's continued recognition by the United States Department of Education.

ARTICLE X

Indemnification of Members of the Board of Trustees, Officers, the Chief Executive Officer, Members of the Several Commissions, Members of Visiting Committees and Employees and Other Agents

Section 1. The Association, to the extent legally permissible, shall indemnify each of the members of the Board of Trustees, Officers, the Chief Executive Officer, Members of the several Commissions, Members of Visiting Committees and Employees and Agents, against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise of actions, suits, claims or other proceeds, as fines or penalties and counsel fees, reasonably incurred by him or her in connection with the defense or disposition or any action, suit or other proceedings, whether civil or criminal, in which he or she may be involved or with which he or she may be threatened, while in office or employment or an assignment or thereafter, by reason of his or her being or having been such a Member of the Board of Trustees, Officer, the Chief Executive Officer, Member of a Commission, Member of a Visiting Committee, Employee or agent, except with respect to any matter as to which he or she shall have been adjudicated in any proceedings not to have acted in good faith in the reasonable believe that his or her action was in the best interest of the Corporation; provided, however, that as to any matter disposed of by a compromise payment by such Member of the Board of Trustees, Officer, the Chief Executive Officer, Member of a Commission, Member of a Visiting Committee, Employee or Agent, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses, except interim payment of counsel fees subject to recovery as provided in an undertaking of such person as required below, shall be provided unless such compromise shall be approved as in the best interests of the Association by a majority of the Members of the Board of Trustees at a regular or special meeting which has been duly called.

Section 2. Expenses including counsel fees, reasonably incurred by any Member of Board of Trustees, Officer, the Chief Executive Officer, Member of a Commission, Member of a Visiting Committee, Employee or Agent in connection with the defense or disposition of any such action, suit or other proceeding may be paid from time to time by the Association in advance of the final disposition thereof upon receipt of a statement of intention by said Member of the Board of Trustees, Officer, the Chief Executive Officer, Member of a Commission, Member of a Visiting Committee, Employee or Agent to repay the amounts so paid to the Association if it is ultimately determined that indemnification for such expenses is not authorized under this Article. The right of indemnification hereby provided shall not be

exclusive of or affect any other rights to which any Member of the Board of Trustees, Officer, the Chief Executive Officer, Member of a Commission, Member of a Visiting Committee, Employee or Agent may be entitled. As used in this Article, the terms Member of the Board of Trustees, Officer, the Chief Executive Officer, Member of a Commission, Member of a Visiting Committee, Employee or Agent include their respective heirs, executors, and administrators. The Association may purchase and maintain insurance on behalf of any person who may be indemnified under this Article against any liability incurred by him or her in any such capacity, or arising out of his or her status as such Member of the Board of Trustees, Officer, the Chief Executive Officer, Member of a Commission, Member of a Visiting Committee, Employee or Agent whether or not the Association would have the power to indemnify him or her against such liability hereunder. Nothing contained in this Article shall affect any rights to indemnification to which corporate personnel other than a Member of the Board of Trustees, Officer, the Chief Executive Officer, Member of a Commission, Member of a Visiting Committee, Employee or Agent may be entitled by contract or otherwise by law.

Section 3. The officers of this Corporation, its Board of Trustees, and such other members of the Corporation vested powers typically vested in members of a Board of Trustees shall not be held personally liable to this Corporation or its members for monetary damages, for breach of fiduciary duty as an officer of director, notwithstanding any provision of law imposing such liability, except as shall be provided in the Acts of 1986, Chapter 644. (The purpose of the proposed amendment is to provide a limitation on liability as now permitted by law.)
