

New England Association of Schools and Colleges

Annual Business Meeting

Call and Notice

The Annual Business Meeting of the Corporation of the New England Association of Schools and Colleges, Inc. will be held in the Ballroom of the Copley Plaza Hotel in Boston, Massachusetts on Friday, December 9, 2011 at eight o'clock in the morning.

AGENDA

1. To hear the reports of the Officers, the President/CEO, and the Commission Chairs and to take action thereon.
2. To receive written reports regarding initial and continued accreditation of institutional members.
3. To receive a written listing of institutions approved for candidacy status.
4. To elect a President-elect and Secretary-Treasurer for one year terms through 2012.
5. To elect a Member-At-Large for a three-year term through December 2014 representing the Commission on Public Schools.
6. To re-elect a Member at Large for a one-year term through December 2012 representing the Commission on Public Schools.
7. To amend the by-Laws of the Association for the purposes of clarification and/or correction:

ARTICLE I - Name and Purpose

The By Law change clarifies the use of the word "Association" throughout the by-laws.

- **Add the words "or the Association" to the section**

New Language

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", or the "Association".

ARTICLE II – Membership, Section 3. The By-Law change identifies the institutions that are eligible to become members of the Association and shifts the authority for conferring that membership from the Board of Trustees to the individual Commissions. The By-Law change also states that newly accredited members be announced by the Board of Trustees and emphasizes the responsibility for the institution to appoint delegates to the Annual Meeting.

New Language

Section 3. Institutions eligible for membership in the Association shall be those educational institutions in the six New England States and in other geographical areas designated by the Board of Trustees and shall become Members upon accreditation by a Commission of the Association. The Board of Trustees shall announce the names of newly accredited institutions at the next regular or special meeting of the Association. The chief administrative officer of each Member shall appoint by notice in writing to the Secretary of the Association two delegates prior to each Annual Meeting. Delegates so appointed shall be eligible to vote at any meeting of the Association throughout the year subsequent to such appointment.

ARTICLE III - Officers and Board of Trustees, Sections 1, 2, 2A, 3, 4, 5 The by-law changes in these sections initially alter the titles of the officers of the Board of Trustees. The titles of President and President-elect will become Chair and Chair-Elect. It separates the position of Secretary/Treasurer creating two individual positions - a Secretary and a Treasurer. It also changes the title of the Executive Director/CEO to that of President/Chief Executive Officer and establishes the chain of command.

New Language

Section 1. The officers of the Corporation shall be a Chair, a Chair-Elect, a Secretary and a Treasurer, each of whom must be a full-time administrator or teacher at a member institution or of a multi-institutional system, and a President, appointed by the Trustees. If the Secretary 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 Chair shall perform the duties customarily pertaining to the office of chair and such other duties as the Board of Trustees shall from time to time designate.

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

Section 3. The Treasurer 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 Secretary shall keep a record of the meetings of the Corporation and a record of the names and addresses of all Members.

Section 5. The President shall be the Chief Executive Officer of the Corporation; shall be a full time employee of the Corporation; and shall be responsible to the Board of Trustees for the administration and operations of the Corporation.

ARTICLE III - Officers and Board of Trustees, Sections 6, 7, 8 The By Law changes are slightly different in each of these sections. In **Section 6**, the changes in officer titles, resulting from previous by-law changes, are reflected appropriately. The President (formerly the Executive Director) is declared a member of the Board of Trustees without the right to vote. In **Section 7** (formerly Section 5), the proposed word changes are for clarification purposes only. In **Section 8** (formerly Section 6), language changes reflect the new officer titles. In addition, there is a statement which allows the two positions of secretary and treasurer to be held by the same person.

New Language

Section 6. The officers, the chair of each of the Commissions provided for in Article IV below, six members-at-large who shall come from the four groups of the Corporation represented by the Commissions as set forth below, the immediate past chair and 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, except that the President shall serve ex-officio without vote and shall not be counted in determining a quorum. Of the six members-at-large, one shall come from the constituencies of the Commission on Independent Schools, two from the constituencies of the Commission on Public Schools, and one from the constituencies of 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 shall be a representative of a public college and one shall be a representative of a private college.

Section 7. 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 a Member shall be eligible as a representative of the public interest of his/her respective New England state, for election to the Board of Trustees. 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 person 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 person representing the public interest as aforesaid shall die, resign, or otherwise be removed from office, the resulting vacancy shall be filled by another person from the same New England state to serve for the remainder of such term.

Section 8. Except for the President, the officers of the Corporation shall be elected for one-year terms, provided, however, the Chair-Elect shall automatically succeed to the office of Chair at the expiration of the incumbent Chair's one-year term. No Secretary or 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 Chair 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 representative of the public interest, as defined and provided for in Section 57 of ARTICLE III, 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 Chair during the term thereof, the Chair-Elect shall succeed to the office of Chair. Any vacancy in the office of Chair-Elect, Secretary- or Treasurer, or member-at-large of the Board of Trustees subsequent to the election shall be filled by vote of the Board of Trustees. The same person may hold the offices of Secretary and Treasurer.

ARTICLE III - Officers and Board of Trustees, Sections 9, 10, 11 12, 13. The By-Law changes for these sections are significantly different. **Section 9** (formerly Section 7) reflects a title change as well as a newly developed statement authorizing the Board of Trustees to monitor the work of all components of the Association to ensure compliance with the Association's purposes. **Section 10** (formerly Section 8) maintains the Board of Trustees' authority to appoint and hire a President who will be the Chief Executive Officer and shifts the authority for hiring Commission Directors to the President in collaboration with the Commission itself. It also authorizes the president, in collaboration with the commission Director, to appoint other commission staff. **Section 11** (formerly Section 9), **Section 12** (formerly Section 9a) and **Section 13** (formerly Section 10) call for numbering changes only.

New Language

Section 9. The Board of Trustees shall have the power to assess the annual dues for all classes of membership, assure compliance with the purposes of the Corporation as described in Article 1, Section 2, 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 Directors 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 10. The Board of Trustees shall appoint a President who shall be the chief executive officer of the Association. Commission Directors shall be appointed by the President upon nomination by the affected Commission. Staff primarily serving a particular Commission shall be appointed by the President on the recommendation of the appropriate Commission Director. All other staff shall be appointed by the President.

Section 11. 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 12. The Board of Trustees, after receiving recommendations from the Audit Committee appointed pursuant to ARTICLE III, Section 11, 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 13. 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 13, an adverse decision means denial of candidacy for accreditation, denial of membership, placement of the institution on probation, or termination of membership.

ARTICLE III - Officers and Board of Trustees, Sections 14, 15, 16, 17 The by-law changes in Section 14 (formerly Section 11) require the Commissions to provide quarterly presentations of information about their accreditation decisions, positive and negative, to the Board of Trustees. Changes in Section 15 (formerly Section 12) state how meetings of the Board of Trustees are called and by whom. In Sections 16 and 17 (formerly Sections 13 and 14) there are clarifications based on new titles and numbering.

New Language

Section 14. The agenda of each official meeting of the Board of Trustees shall provide for the presentation of affirmative candidacy and accreditation decisions and adverse actions from the Commissions for actions on Membership.

Section 15. 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 Chair, or in the absence of the Chair, the Chair-Elect, the President, 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.

ARTICLE IV - Commissions Sections 2, 3, 3a, 4, 5, 7 The By-Law changes for Section 2 are, for the most part, name changes from “member institutions” to “Members”. There is an additional change at the end of the paragraph which allows members of governing boards (trustees, Directors, Committee persons, Board members) to serve as Commission members. Section 3 authorizes the Commissions to determine their size and composition. Section 3a shifts the authority to extend a Commissioners term beyond six years from the Board of Trustees to the Commission up to a maximum of four years. Section 4 reflects name and title changes only. Section 5 shifts the authority to fill a Commission vacancy from the Board of Trustees to the Commission itself. Section 7 delineates the responsibilities and authority of the Commissions and clarifies the independence of the commissions in making those decisions.

New Language

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

- a. Administrators of Members
- b. Teaching personnel from Members
- 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 totaling five years, and who within the past five years prior to

election has not been an active professional educator during said five years. Members of institutional or system governing boards may also be elected to a Commission.

Section 3. Each Commission shall determine the number of its members and their terms of office 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 up to a maximum of four years for Commissioners serving as chair or vice chair of a Commission.

Section 4. Commission members shall be elected by a majority vote of the delegates of 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 Members. 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 7. Each Commission shall adopt a statement describing its scope of accreditation. Such scope statement, and any revisions thereto, shall be subject to approval of the Board of Trustees. Consistent with its scope statement and the purposes of the Association, each Commission, following review and consultation with the Board of Trustees, shall formulate and keep up-to-date written statements of standards and procedures for candidacy for accreditation and accreditation of institutions within its own group. Each Commission shall have the responsibility to make affirmative decisions regarding the affiliation of candidates for accreditation and the election to accreditation of institutions within its own group. Each Commission shall also 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 decisions of the Commissions shall be reported to the Trustees. Each Commission shall also have jurisdiction of such other matters as pertain to its own 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, Sections 1, 2. The By Law changes for Section 1 identify who is responsible for calling a special meeting of the Corporation, and Section 2 reflects name and/or title change.

New Language

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 Chair, or in the absence of the Chair, by the Chair-Elect, by the President, the Board of Trustees, or by the written request of three Members at any time.

Section 2. Representatives from twenty-five of the current Members 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 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 By Law changes in **Article VI** reflect word changes to previous By Law changes.

New Language

Notice of every meeting of the Corporation shall be given by the Secretary or by the person or persons calling the meeting to each Member and each certified official delegate by mailing the same, postage prepaid, addressed to the Member or delegate at his or her 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 of Massachusetts require it, the particular business to be transacted.

ARTICLE VII - Voting and Proxies By Law changes in **Article VII** reflect word changes to reflect previous By Law changes.

New Language

At all meetings of the Corporation each delegate formally certified by the Member that the delegate 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 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 By Law changes in **Article VIII** reflect word changes to reflect previous By Law changes. In addition, some words have been altered for clarification purposes.

New Language

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 debts due from the Corporation shall not be distributed to the Members of the Corporation, 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 By-Law changes found in **Article IX** reflect a title change. In addition, it authorizes the Board of Trustees to amend the By-Laws prior to the convening of the next Annual meeting if the recognition of the Commission on Institutions of Higher Education by the US Department of Education or other recognition agency requires it.

New Language

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 four groups of institutional-membership; i.e., delegates from institutions of higher education, delegates from public schools (PK-12 including technical and career institutions), delegates from independent schools and delegates from the American and international schools abroad, and provided further, that failure to act by any of the aforesaid groups shall constitute approval by that group. 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 and the Commission on Institutions of Higher Education (CIHE) continued recognition by the United States Department of Education or any other appropriate recognition.

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, Sections 1, 2 By Law changes for Sections 1 and 2 are simply title changes based on previously discussed By Law changes.

New Language

Section 1. The Association, to the extent legally permissible, shall indemnify each of the members of the Board of Trustees, Officers, 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, member or representative 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, member or representative 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 the Board of Trustees, Officers, member or representative 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, member or representative 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, member or representative 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, member or representative 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, member or representative of a Commission, member of a Visiting Committee, Employee or Agent whether of 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 or representative of a Commission, member of a Visiting Committee, Employee or Agent may be entitled by contract or otherwise by law.

To consider and act upon any other business that may come before the meeting.

By Order of the President, Jay S. Stroud

Cameron C. Staples