

NEW ENGLAND ASSOCIATION OF SCHOOLS AND COLLEGES, INC.

3 Burlington Woods Drive, Suite 100, Burlington, MA 01803

BY-LAWS OF THE ASSOCIATION

Amended as of September 19, 2013

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”, or the “Association”.

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 Schools and Colleges as presently constituted; such purposes being, specifically, to:~~ [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.]~~ To promote 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 Schools and Colleges (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~~ all institutions, as hereinafter defined in the following Sections of ARTICLE II, as may be elected to membership in the manner hereinafter provided in the following Sections of ARTICLE II.

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

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**

Section 1. The officers of the Corporation shall be a Chair, 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 a 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.

Section 6. The officers, the chair of each of the Commissions provided for in Article IV below, ~~six~~[four] members-at-large who shall come from the ~~four~~[three] 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 7 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~~[four] 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~~Education (PS-12).

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 ~~the 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 ~~by~~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. The Chair of the Corporation shall be elected for a two-year term, ~~and further,~~ shall automatically serve as a Trustee for one-year immediately following the expiration of the two-year term. A Chair-Elect shall be elected to serve a one-year term coterminous with the second year of the Chair's two-year term. The Secretary and Treasurer shall be elected for one-year terms. The Chair-Elect or the immediate Past Chair, as the case may be, shall succeed to the office of Chair in the event of a vacancy or act as Chair in the event of an absence. No Secretary or Treasurer shall be elected to serve more than five successive terms of office. Members-at-Large of the Board of Trustees shall be elected to not 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 7 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, the Chair-Elect or the immediate past Chair, as the case may be, 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.

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.

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**

Section 1. There shall be:

~~a. A Commission on Institutions of Higher Education~~

a. ~~b.~~ A Commission on Independent Schools

- b. ~~e.~~ A Commission on Public Schools
- c. ~~d.~~ A Commission on ~~American and~~ International ~~Schools Abroad~~ Education (PS-12)

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.
- b. In any year in which more than 40% of a Commission membership has 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 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 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. 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 or representative 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 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. ~~The scope statement of the Commission on Institutions of Higher Education shall be sufficient to meet the requirements for approval of the U.S. Department of Education and the Council for Higher Education Accreditation.~~ Consistent with its scope statement and the purposes of the Association, each Commission 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 also have the responsibility to make affirmative decisions, regarding the affiliation of candidates for accreditation and the election to initial 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 that are reported to the public 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.

~~Section 8. Notwithstanding any contrary provision in these by laws, the Commission on Institutions of Higher Education (CIHE) shall have the following powers and authority necessary and proper for maintaining compliance with the applicable U.S. Department of Education regulations for an accrediting agency of institutions of higher education: (i) a voluntary membership of institutions of higher education; (ii) a principal purpose of accrediting institutions of higher education; (iii) independent election or selection of CIHE's staff, commissioners and other CIHE decision-making bodies including committees and subcommittees; (iv) public representatives constituting at least one-seventh of the CIHE's commissioners; (v) conflict of interest guidelines for CIHE's staff and decision-making bodies; (vi) independent determination and collection of CIHE membership dues; (vii) independent development and determination of the CIHE budget without review by or consultation with any other entity of organization, and (viii) independent appointment of appeals panel members to review adverse accreditation determinations and authority to prescribe its own due process policies and procedures. Such powers and authority shall remain in effect for so long as required by federal law or regulation as a condition of recognition as an approved higher education accrediting agency.~~

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 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

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 of Massachusetts 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 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-~~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 debts due from the Corporation shall not be distributed

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~~Board of Trustees, 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 Trustees.

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 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, the Chief Executive 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, the Chief Executive Officer, 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, the Chief Executive 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, the Chief Executive 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, the Chief Executive 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, the Chief Executive Officer, Member or representative 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 or representative 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 with 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 or trustee, notwithstanding any provision of law imposing such liability, except as shall be provided in the Acts of 1986, Chapter 644.

