



Bylaws

Council for the Accreditation of Educator Preparation

**1140 19th Street, N.W., Suite 400
Washington, D.C. 20036**

Website: caepnet.org

Phone: 202.223.0077

July 2019

Article I. Name and Location

Section 1.01 Name

The name of the corporation is The Council for the Accreditation of Educator Preparation, Incorporated (“Corporation”). The Corporation may use the acronym “CAEP” as an alternate name.

Section 1.02 Offices

The principal office, and any additional offices, shall be located at such place(s) as the Board (as defined below) shall from time to time designate, provided that at all times CAEP shall maintain a registered office and a registered agent in the District of Columbia.

Article II. Description and Mission

Section 2.01 Description

CAEP is a non-governmental, voluntary association of parties committed to the effective preparation of teachers and other P-12 professional educators. CAEP, through an autonomous Accreditation Council (“Accreditation Council”) accredits educator preparation providers (“EPPs”).

Section 2.02 Mission

CAEP advances excellent educator preparation through evidence-based accreditation that assures quality and supports continuous improvement to strengthen P-12 student learning.

Section 2.03 Commitment to Diversity

CAEP strives to ensure that diversity -- with regard to race and gender, as well as perspectives, cultures, disabilities, geography, types of institutions, and contexts – is achieved in the representatives selected for the organization’s Board of Directors, Accreditation Council, staff, committees, and site review teams and volunteers, and in the opportunities provided for stakeholder and public input. CAEP’s diversity policy defines this commitment in greater detail and provides for its applicability across all aspects of the organization.

Section 2.04 Organization

CAEP draws upon the diverse experiences and perspectives of individuals and entities who share a commitment to advancing excellent educator preparation and encourages their participation in CAEP in a number of ways.

CAEP is governed by a Board of Directors who, along with CAEP staff and partners (“Partners”, Article IV), including Specialized Professional Associations (“SPAs”) and other governmental entities, serve as leaders in ongoing efforts to strengthen the profession.

Entities may apply to become Affiliates or Supporters (“Affiliates” and “Supporters”, Article V) of CAEP, but no such entity shall have the right to vote or shall meet the definition of member provided for in the District of Columbia Code on nonprofit corporations. CAEP is not a member-governed organization.

Article III. Powers

Section 3.01 Powers

In furtherance of its objectives, CAEP shall have the following specific purpose, in addition to the powers granted to it under law:

1. To develop standards for the accreditation of organizations and institutions that prepare educators for licensure in P-12 fields (“Educator Preparation Providers” or “EPPs”), and to review and revise such standards on a regular basis;
2. To use rigorous procedures for reviewing, evaluating, and accrediting EPPs inside and outside the United States, in accordance with CAEP standards and policies;
3. To publicly disclose whenever an institution of higher education is being considered for accreditation or continuing accreditation;
4. Through the autonomous Accreditation Council, to perform reviews and evaluations of EPPs and grant, revoke, or deny accreditation;
5. To provide for an independent appeals process on accreditation decisions of the Accreditation Council;
6. To publish accreditation decisions and stipulations;
7. To work with state and foreign agencies responsible for approval of P-12 professional educator preparation in the states, territories, District of Columbia, and foreign countries, including providing those agencies with which CAEP has partnership agreements with information requested for use in their own approval and recognition processes;
8. To support the work of its Affiliates and Supporters in assuring and promoting the high quality of specialty preparation for P-12 professional educators;
9. To collect and disseminate statistics/data and other information related to the preparation of P-12 professional educators as allowed by law;
10. To conduct, commission, and assist in research and special projects on topics of interest to CAEP;
11. To sponsor meetings, conferences, workshops, and symposia;
12. To conduct promotional activities, including advertising and publicity;
13. To confer appropriate recognitions and awards; and
14. To engage in any other lawful activities to enhance and promote preparation programs for P-12 professional educators and apprise the public of its value, scope, and character.

Article IV. Partnerships

Section 4.01 Partnerships

CAEP relies on a number of partners in fulfilling its mission, particularly state agencies and Specialized Professional Associations (SPAs), as described in Sections 4.02 and 4.03 below. The specific purposes and terms for each Partnership, including the responsibilities and expectations of the partners, are provided for in a written agreement or memorandum of understanding (“MOU”) entered into between CAEP and a partner organization or institution.

Section 4.02 State Partnerships

CAEP enters into partnerships with state agencies (“State Partnerships”) to promote excellence and continuous improvement in educator preparation by combining the benefits of meeting national standards and CAEP accreditation for EPPs.

Section 4.03 Specialized Professional Association (SPA) Partnerships

CAEP enters into partnerships with Specialized Professional Associations (“SPA Partnerships”) for the development of specialized standards and assistance with reviewing specialty licensure areas for the achievement of National SPA Recognition.

Article V. Constituents

Section 5.01 Volunteers

CAEP is an independent accrediting body that uses highly trained volunteers from EPPs, states, K-12 schools and the general public to determine whether accreditation standards have been met through, among other sources, an analysis of outcome data.

Section 5.02 Educator Preparation Providers

Educator Preparation Providers (EPPs) are all entities that teach, advise and supervise students at the initial and advanced levels of professional education. EPPs may seek accreditation through CAEP, which may include national recognition based on the standards established by one or more SPA, in addition to recognition from one or more states. To establish eligibility for, obtain, and continue CAEP accreditation, EPPs agree to pay an annual fee, as described in Section 5.05, and are required to meet other criteria.

EPPs together comprise the voluntary membership of CAEP as described by the USED. EPPs are not members as defined by the DC Code with regard to corporate governance.

EPP representatives play multiple valuable roles with CAEP. EPP representatives are included in the development and review of accreditation policy and procedures. EPPs also have direct and significant representation on the CAEP Board of Directors and Accreditation Council. EPPs are afforded full due process for any negative decision regarding accreditation status and, while EPP participation is vital to CAEP’s continued role as an accreditor, no EPP seeking accreditation may expect a favorable or unfavorable accreditation outcome because of this participation.

Section 5.03 Affiliates and Supporters

Non-profit organizations promoting high-quality educator preparation, states, and other agencies or parties, except EPPs, that are committed to CAEP’s mission and strategic plan and commit themselves to support CAEP, may become or continue as Affiliates and/or Supporters, consistent with the definitions of such provided in CAEP policies and operating procedures, upon such application and acceptance process as may be established by CAEP. Affiliates and Supporters may include, but shall not be limited to the following: American Association of Colleges for Teacher Education (AACTE); American Federation of Teachers (AFT); Council of Chief State School Officers (CCSSO); and National Education Association (NEA).

Section 5.04 Liability to Third Parties

EPPs, Affiliates and Supporters shall not be, as such, liable for the acts, debts, liabilities, or obligations of CAEP.

Section 5.05 Dues

EPPs, Affiliates and Supporters shall be assessed annually for fees or dues as determined by the Board and in accordance with the process and timeline detailed in CAEP operating procedures. The failure of an EPP, Affiliate or Supporter to pay dues by the established deadline shall be cause for termination of status.

CAEP's reliance on dues will not prejudice accreditation decisions.

Section 5.06 No Right to Vote

CAEP is not a member-governed corporation under §401.50 of the D.C. Code on nonprofit corporations. EPPs, SPAs, States, or Affiliates and Supporters of CAEP shall not be considered members as defined by that Code and shall not have the right to vote on any matters.

Section 5.07 Notice

Any EPP, Affiliate, or Supporter will be given written notice of any proposed or pending action that would result in a change of EPP, Affiliate, or Supporter status with regard to CAEP. Such notice shall include information on any due process to be afforded to the EPP, Affiliate, or Supporter, and shall be effective on receipt. Any other notice shall be effective when sent or dispatched. Except as otherwise provided in these Bylaws, whenever notice is required to be given to any EPP, Affiliate or Supporter, it may be given by postal (first-class or express mail with postage prepaid), electronic means (limited to e-mail or facsimile transmission), or courier service (charges prepaid), to the EPP's, Affiliate's or Supporter's address (or e-mail address or facsimile number) appearing on CAEP's records.

Article VI. Board of Directors

Section 6.01 Governance

All corporate powers shall be exercised by or under the authority of the Board of Directors ("Board" or "the Board") and the activities and affairs of CAEP shall be managed by or under the direction, and subject to the oversight, of the Board. The Board shall adopt CAEP standards and approve CAEP policy, and monitor the implementation of standards and policy by CAEP staff under the direction of the President. Neither the Board, acting as a body, nor any Director shall be involved in the review of EPPs and accreditation-related decisions of the Accreditation Council. In furtherance, but not in limitation, the Board shall:

1. Elect the directors of the Board ("Directors") and officers ("Officers") to the extent permitted by applicable law, and appoint the chairs and other members of its committees, and appoint the Chair of its Accreditation Council;
2. Adopt revised standards as recommended by the CAEP President;
3. Review and approve the CAEP strategic plan;
4. Review the activities and performance of CAEP, its Accreditation Council, and any other accrediting bodies maintained by CAEP, but not individual accreditation decisions;

5. Review and approve the annual budget of CAEP, amendments to such budget, long term financial plans, and provide for and review an annual independent audit of CAEP's financial records; and
6. Ratify amendments to these Bylaws and CAEP Policy as may be recommended by the Board Bylaws and Policy Committee.

Section 6.02 Composition of the Board; Directors and Members

The Board shall be comprised of not more than twenty (20) individuals – eighteen (18) Directors, one of which shall be elected by the Board to serve as Chair of the Accreditation Council, and two (2) Members Ex Officio – the President and Accreditation Council Vice-Chair – (collectively “the Board”). All Directors and the President shall be entitled to vote on Board matters. The Accreditation Council Vice-Chair shall not be entitled to a vote.

Section 6.03 Sector Representation

To assure participation of all sectors of the profession and other interested parties in the governance of CAEP, the Board shall be made up of individuals representing the following sectors, in accordance with Governance Policy:

1. Postsecondary;
2. P-12 Practitioner, Employer, or Policy Maker; and
3. Public and At Large sector.

Individuals nominated for election to the Board shall, at the time of nomination, be actively engaged in the sector or specific role, described above, for which a Board vacancy has arisen.

CAEP policy shall detail the procedure by which CAEP Affiliates and Supporters recommend candidates for election to the Board. No institution or organization shall have more than one staff member on the Board of Directors.

Section 6.04 Compliance

As long as CAEP chooses to be recognized by the U.S. Secretary of Education and/or the Council for Higher Education Accreditation (“CHEA”), it shall comply with any applicable requirements of the U.S. Department of Education (“USED”) and/or CHEA, including those for composition of the Board, particularly the proportions of educators, practitioners, and representatives of the public required on decision-making bodies.

Section 6.05 Directors; Election and Terms

Directors shall be elected or re-elected from a slate of nominees put forth by the Nominating Committee. When there is one or more Director position to be filled, the Nominating Committee will issue a request and provide guidelines for the submission of candidates to fill vacancies. Directors need not be residents of the District of Columbia. Candidates for election as Directors must be submitted to the Nominating Committee in writing no less than thirty (30) days before any scheduled election of Directors.

At any meeting of the Board, a Majority Vote of Directors and Members Ex Officio then in service shall elect or re-elect Directors to succeed those Directors whose terms of office shall expire.

All Directors may be elected for a term of up to three (3) years. In planning for any such election, the Board shall strive to ensure that the terms of Directors are staggered so that no more than one-third

(1/3) of Director terms are set to expire in any calendar year. No Director may serve more than two (2) consecutive terms. However, a Director may remain on the Board for as long as the Director is also serving as an Officer. In the case of failure to hold an annual meeting to elect or re-elect Directors, a Director whose terms of office shall expire shall hold over until a successor is elected and qualified.

Section 6.06 Directors; Filling Vacancies

A Director vacancy occurring in the Board, including by reason of an increase in the number of Directors, may only be filled by a majority vote of the Directors and Members Ex Officio remaining in office even if they constitute less than a quorum. A vacancy that will occur at a specific later time, by reason of a resignation effective at a later time, may be filled before the vacancy occurs but the new director shall not take office until the vacancy occurs.

Section 6.07 Directors; Removal

A Director may be removed at any time. A Majority Vote of the Directors and Members Ex Officio then in service is required for removal with cause. A vote of two-thirds of the Directors and Members Ex Officio then in service is required for removal without cause.

Section 6.08 Resignation

A Director may resign at any time by written notice to the President or the Secretary, who shall present it to the Board. The resignation shall be effective at the time specified in the notice or on receipt, if no time is specified. Acceptance of a resignation shall not be necessary to make it effective.

Section 6.09 Quorum and Votes Required for Action

Unless a greater proportion is otherwise required under these Bylaws or applicable law, a majority of the Directors and Members Ex Officio entitled to vote and then in service shall constitute a quorum for the transaction of business. Except as otherwise provided herein or by applicable law, a majority vote of the Directors and Members Ex Officio entitled to vote and then in service ("Majority Vote") is required to carry a matter.

Section 6.10 Meetings

Regular meetings of the Board shall be held at such places and times as the Chair or President may designate. There shall be at least one such regular meeting each year ("Annual Meeting"). At least fifteen (15) days' notice of the place and time for any regular meeting shall be given to each Director by the Chair or President. Special meetings of the Board may be called by or at the request of the Chair, the President, or a Majority Vote of the Directors and Members Ex Officio then in service. The purpose of any special meeting shall be stated in the call. At least five (5) days' notice of the place and time for any special meeting shall be given to each Director by the Chair or President.

Section 6.11 Notice

Except as otherwise provided in these Bylaws, whenever notice is required to be given to any Director or Member Ex Officio, it may be given by postal (first-class or express mail with postage prepaid), electronic means (limited to e-mail or facsimile transmission), or courier service (charges prepaid), to the address (or to the e-mail address or facsimile number) appearing on CAEP's records. Notice shall be effective when received.

Section 6.12 Waiver of Notice

Any Director or Member Ex Officio may waive the right to receive timely notice of any meeting, either before or after the time for notice. Attendance by a Director or Member Ex Officio at any meeting shall constitute waiver of notice, excepting attendance to object at the beginning of the meeting to the transaction of business on the ground that the meeting was not lawfully called or convened. Except as otherwise specifically required by law or these Bylaws, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the waiver.

Section 6.13 Written Action of the Board; Meetings by Electronic Means

Any action by the Board may be taken without a meeting, if consent in writing, setting forth the action, is unanimously approved by the Directors and Members Ex Officio. Such consent shall have the same force and effect as a unanimous vote. The signed documents setting forth such consent by all Directors and Members Ex Officio shall be filed with the Board minutes. Except as otherwise specifically required by law or these Bylaws, Directors and Members Ex Officio may participate in a meeting of the Board or any meeting of a Committee of the Board by electronic means, such as telephone and Internet conference, by which all persons participating in the meeting are able to communicate with each other, and such participation shall constitute presence in person at the meeting. Proxy voting is not permitted.

Section 6.14 Compensation of Directors

CAEP shall not pay any compensation to Directors for services rendered to CAEP in their capacity as a Director or any other capacity, except that Directors may be reimbursed, in reasonable amounts, for expenses incurred in the performance of their duties as Directors.

Section 6.15 Annual Reports

At each annual meeting, the Board shall receive at least two reports. The Treasurer or President shall present a written report of CAEP's financial activities for the preceding year. The Accreditation Council Chair or President shall present a written report of CAEP's accreditation activities during the preceding year.

Section 6.16 Board Committees

The Board, by Majority Vote, may establish and appoint any committee ("Board Committee") it deems appropriate. At the start of each fiscal year, the President, in consultation with the Board, shall provide each Board Committee with its charge. Each Board Committee shall have the duties assigned by these Bylaws and the annual charge, but no such committee shall have any power or authority to amend any Bylaw. Unless otherwise provided, the Chair and President may attend all Board Committee meetings.

There shall be the following four (4) Board Committees: Executive Committee; Bylaws and Policy Committee; Nominating Committee; and Audit Committee, as described below.

1. Executive Committee. The Executive Committee shall consist of the Board Officers and the Chair of the Accreditation Council. The Executive Committee shall oversee CAEP's financial operations, set the compensation of the President, evaluate the performance of the President, and make decisions on behalf of the Board when such authority is delegated by the Board or on emergency matters where action is temporary.
2. Bylaws and Policy Committee. The Bylaws and Policy Committee shall consist of the Chair or Vice-Chair of the Accreditation Council and not more than four (4) additional Directors. The chair of the committee shall be designated by the Board. The Bylaws and Policy

Committee shall carry out such duties as may be assigned to it in an annual charge approved by the Board which shall include an annual review the CAEP Bylaws and CAEP Policy Manual.

3. Nominating Committee. The Nominating Committee shall consist of not more than five (5) individuals, one of whom shall be the President. All Members shall be Directors or Members Ex Officio of the Board. The Committee shall be chaired by the Chair or Vice-Chair of the Board. At least annually, the Committee shall solicit recommendations and present to the Board one or more slates of candidates for election, re-election, or appointment to Board Director or Officer positions, including the Accreditation Chair position. The Nominating Committee shall also provide consultation to the President on the appointment of Board, Standing, and Advisory Committee members. In making its nominations for Officers, the Nominating Committee shall ensure that the leadership of CAEP reflects the necessary partnership between educator preparation and P-12 education and CAEP's commitment to diversity.
4. Audit Committee. The Audit Committee shall be chaired by the Board Treasurer and consist of the Board Chair, Board Vice Chair, and President. The Committee shall oversee the external audit process, which shall include the selection, oversight, and retention of an independent auditor. The Committee shall also oversee the financial reporting process and advise the Board on risk assessment and risk management.

Section 6.17 Membership of Board Committees

The Board Chair shall recommend Board Committee members and chairs, as needed, for approval by a Majority Vote. No member of a Board Committee may serve more than two (2) consecutive terms. Unless provided otherwise, the Chair of each Board Committee shall be elected by the Board from among the Directors elected as Board Committee members. The Committee Chair shall serve as the Board Committee liaison to the Board. The President shall assign to each Board Committee the number of Staff required to carry out the responsibilities specified in these Bylaws and the charge.

Section 6.18 Standing Committees

The President shall establish, charge, and oversee a Research Standing Committee, an Equity and Diversity Standing Committee, and any other Standing Committees deemed necessary to address the strategic priorities of the Board or to support the work of the organization ("Standing Committee" or "Standing Committees"). At the start of each fiscal year, the President, in consultation with the Board, shall provide each Standing Committee with its charge. Each Standing Committee shall have the duties assigned by these Bylaws and the annual charge, but no such committee shall have any power or authority to amend any Bylaw.

1. Research Committee. The Research Committee will serve as independent experts whose function is to advise CAEP on specific matters pertaining to the organization's research, data, and reporting efforts.
2. Equity and Diversity Committee. The Equity and Diversity Committee will serve as independent experts advising CAEP on issues of diversity and equity in accreditation.
3. SPA Standards Committee. The Committee will be responsible for reviewing new or revised standards, policies, and procedures developed by specialized professional associations (SPAs) for reviewing programs which provide licensure in professional specialty area studies. The Committee's actions on SPA standards shall constitute actions of the Board.

Section 6.19 Membership of Standing Committees

Membership of any Standing Committee may include but shall not be limited to Directors. The President shall appoint as many Standing Committee members as deemed appropriate, and shall designate a chair of each Standing Committee, after consultation with the Nominating Committee. The number of Standing Committee members and the composition of any Standing Committee may be adjusted over time as may be needed to ensure it has the specialized expertise needed to carry out the charge. Any Standing Committee member may be appointed for a term of up to three (3) years. No Standing Committee member may serve more than two (2) consecutive terms. The President shall assign staff as needed to support the work of any Standing Committee. Unless otherwise provided, the Chair and President may attend all Standing Committee meetings.

Section 6.20 Advisory Committees

The President shall establish, charge, and oversee any Advisory Committee deemed necessary to support the work of the organization (“Advisory Committee” or “Advisory Committees”). Membership of any Advisory Committee may include but shall not be limited to Directors. The President, in consultation with the Board, shall provide each Advisory Committee with its charge and shall establish a timeframe in which the work of each Advisory Committee is to be completed. The President shall designate a Chair for each Advisory Committee. Each Advisory Committee shall have the duties assigned by these Bylaws and the charge, but no such committee shall have any power or authority to amend any Bylaw. The President shall assign staff as needed to support the work of any Advisory Committee.

Section 6.21 Standard of Conduct

Each Director and Member Ex Officio, when discharging the duties of a member of the Board, shall act:

1. In good faith;
2. In a manner the Director or Member Ex Officio reasonably believes to be in the best interests of the nonprofit corporation; and
3. In full accordance with the standards of conduct required of Directors of nonprofit corporations in § 29–406.30 of the Code of the District of Columbia, including but not limited to the following:
 - a. The members of the Board or a committee of the Board, when becoming informed in connection with their decision-making function or devoting attention to their oversight function, shall discharge their duties with the care that a person in a like position would reasonably believe appropriate under similar circumstances.
 - b. In discharging Board or committee duties a Director or Member Ex Officio shall disclose, or cause to be disclosed, to the other board or committee members information not already known by them but known by the Director to be material to the discharge of their decision-making or oversight functions, except that disclosure is not required to the extent that the Director or Member Ex Officio reasonably believes that doing so would violate a duty imposed by law, a legally enforceable obligation of confidentiality, or a professional ethics rule.

A Director or Member Ex Officio shall not be a trustee with respect to the nonprofit corporation or with respect to any property held or administered by the corporation, including property that may be subject to restrictions imposed by the donor or transferor of the property.

Article VII. Officers

Section 7.01 President of the Corporation

The President shall be Chief Executive Officer (“CEO”) and shall manage CAEP at the direction of the Board, Officers, and Executive Committee. The President shall have exclusive authority regarding the day-to-day operations of CAEP, including but not limited to decisions regarding the employment and supervision of CAEP staff. Without limiting the foregoing, the President may execute and acknowledge, in the name and on behalf of CAEP, contracts or other instruments. Each year, the President shall release an annual report on the state of CAEP accreditation. Not less than once every seven (7) years, the President shall lead a standards-revision process and shall recommend to the Board revised standards for adoption.

The President shall be elected by the Board to serve at its pleasure and shall hold office until his or her successor has been elected and qualified or until his or her earlier resignation or removal by the Board.

Section 7.02 Other Officers

The other officers shall be a Chair, a Vice-Chair, a Secretary, a Treasurer, and such other officers as may be determined by the Board (“Other Officers,” and together with the President, the “Officers”). Any number of offices may be held by the same person, unless the Articles of Incorporation or these Bylaws otherwise provide; provided, however, that at no time shall the President and the Treasurer be the same person.

Section 7.03 Powers and Duties of Other Officers

Subject to the control of the Board, all Other Officers as between themselves and CAEP have such authority and perform such duties in the management of the property and affairs of CAEP as may be provided in these Bylaws or by resolution of the Board not inconsistent with these Bylaws, and, to the extent not so provided, as generally pertain to their respective offices.

1. Chair. The Chair shall preside at all meetings of the Board, prepare, with the help of staff and including any item requested by the President, the agenda for Board meetings, and perform all duties customary to the office of Chair, when its holder is not also CEO.
2. Vice-Chair. In the absence of the Chair or in the event of the Chair’s inability or refusal to act, the Vice-Chair shall perform the duties of the Chair and, when so acting, shall have all the powers of, and be subject to all the restrictions upon the Chair.
3. Secretary. The Secretary shall be responsible, with the assistance of staff, for keeping accurate minutes of all meetings of the Board; shall see that all notices required by these Bylaws or by law are given; and, in general, shall perform all duties customary to the office of Secretary. The Secretary shall have custody of the corporate seal and shall have authority to affix it to any instrument; and, when so affixed, it may be attested by the Secretary’s signature. The Board may authorize another officer to affix the seal of CAEP and to attest the affixing by his or her signature.
4. Treasurer. The Treasurer, with the advice and approval of the Executive Committee and with the help of staff, shall have the custody of, and be responsible for, all funds and securities of CAEP, prepare and submit the annual budget to the Board, direct the financial affairs of CAEP, and keep the Board fully informed about all matters involving CAEP’s finances. The Treasurer shall serve as Chair of the Audit Committee. Annually, and whenever else required by the Board, the Treasurer shall render a statement of accounts. The Treasurer shall at all reasonable times exhibit the books and accounts to any Director.

Section 7.04 Election and Term of Office

Only Directors and the Accreditation Council Vice-Chair shall be eligible to serve as Other Officers. Other Officers shall be elected by a Majority Vote of the Board for a term of two (2) years with the option for re-election to a single consecutive term to the same Other Officer position.

Section 7.05 Resignation

Any Officer may resign at any time by giving written notice to the President or the Secretary, who shall present it to the Board. Any such resignation shall take effect at receipt or such other specified time; and, unless otherwise specified, no acceptance of such resignation shall be necessary to make it effective.

Section 7.06 Vacancies

A vacancy in office may be filled for the unexpired portion of the term by a Majority Vote.

Section 7.07 Duty to Inform

To the extent required by law, each Officer shall inform the appropriate person on the Board of (a) any material information about the affairs of CAEP; (b) any actual or probable material violation of law involving CAEP; and (c) any material breach of duty to CAEP by an Officer, employee, or agent of CAEP.

Article VIII. Accreditation Council

Section 8.01 Purpose

The Accreditation Council (“Accreditation Council”) shall be considered a “designated body” of the Corporation, as permitted and within the meaning prescribed under §401.02(8) and §406.12 of the Act. The Accreditation Council shall make all final decisions to grant, revoke, or deny accreditation, based upon CAEP standards, certify whether review panels followed CAEP’s policies and procedures in making its recommendations, and handle complaints involving accreditations. Any appeal decisions made by the Appeals Council (Article IX) shall be independent of any accreditation decisions made by the Accreditation Council.

Section 8.02 Composition, Qualifications, and Terms of Service

Not less than once every three (3) years, the Accreditation Council will review the number of projected cases to be considered and set the number of Councilors needed to carry out the required reviews. The Accreditation Council shall elect Councilors (“Councilors” or “the Accreditation Council”), by a Majority Vote of Councilors then in service, from a slate of candidates developed through a nominating process of the Accreditation Council.

The Accreditation Council Chair or Vice-Chair can call on former Council members to serve as Alternate Councilors (“Alternates”), as deemed necessary when the number of Councilors available for the review of cases falls below the minimum of three Councilors per review case. During the period service, the Alternate Councilor has voting rights.

To be eligible for nomination to the Accreditation Council as a Councilor or Alternate an individual must meet the qualifications established in Accreditation Council policy. Councilors and Alternates are elected or appointed for a term of up to three (3) years. No Councilor may serve more than two (2)

consecutive terms. Criteria and eligibility for nomination to the Accreditation Council are detailed in the Accreditation Council Policy document.

Section 8.03 Officers of Accreditation Council, Election, and Term of Office

The Officers of the Accreditation Council shall be a Chair and a Vice-Chair. The Chair shall be elected by the Board from among its Directors. The term of the Accreditation Council Chair shall be concurrent with his or her term as a Director and subject to a limit of two consecutive terms as provided for in Section 6.05. The Accreditation Council Chair shall not be entitled to vote on Accreditation Council matters. The Vice-Chair shall be elected by a Majority Vote of the Councilors then in service, and shall serve as a Member Ex Officio of the Board of Directors. The Vice-Chair shall serve in such capacity for a term of two (2) years and may be re-elected to such position or another Officer position for one additional term. The Vice-Chair shall be entitled to vote on Accreditation Council matters.

Section 8.04 Modifications of Accreditation Council Policies

The Accreditation Council may amend its policies, subject to a Majority Vote by the Board of continued consistency of the accreditation offered as well as feasibility, fiscal impacts, and alignment with operational standards of the board. Subject to Section VI, a two-thirds vote of the Board is required for modification of any of the Council's policy that was not proposed by the Accreditation Council.

Section 8.05 Accreditation Council Responsibilities

The Accreditation Council shall formulate and keep up to date written statements of its policies. Each review panel shall have the responsibility to present to the Accreditation Council its recommended findings of satisfaction of CAEP standards by those providers whose accreditation reviews it has conducted.

Section 8.06 Vacancies

A vacancy occurring among the Councilors in service may be filled by a Majority Vote of Councilors then in service.

Section 8.07 Removal

Any Councilor, Alternate, or Officer of the Accreditation Council may be removed at any time. A Majority Vote of the Councilors then in service is required for removal with cause. A vote of two-thirds of the Councilors then in service is required for removal without cause.

Section 8.08 Resignation

Any Councilor, Alternate, or Officer of the Accreditation Council may resign at any time by written notice to the Chair or Vice-Chair. The resignation shall be effective at the time specified in the notice or on receipt, if no time is specified. Acceptance of a resignation shall not be necessary to make it effective.

Section 8.09 Accreditation Council Committees

Subject to the provisions of Section 8.05 (Modifications of Accreditation Council Policies), the Chair and Vice-Chair of the Accreditation Council may establish such committees of its members as are appropriate and necessary for carrying out the work of the Council.

Section 8.10 Quorum and Votes Required for Action

Unless a greater proportion is otherwise required under these Bylaws or applicable law, a majority of the voting members of the Accreditation Council then in service shall constitute a quorum for the

transaction of business. Except as otherwise provided herein, a proposition adopted by a Majority Vote shall be the act of the Accreditation Council.

Section 8.11 Meetings

Regular meetings of the Accreditation Council shall be held at such places and times as the Chair or Vice-Chair may designate, subject to the approval of the President. There shall be at least one such regular meeting each year, which is referred to as the annual Accreditation Council meeting. Special meetings of the Accreditation Council may be called by or at the request of the Chair of the Accreditation Council or a majority of the members of the Accreditation Council then in service. At least fifteen (15) days' notice of the place and time for any regular or special meeting shall be given to each member of the Accreditation Council by the Chair.

Section 8.12 Notice

Except as otherwise provided in these Bylaws, whenever notice is required to be given to any Accreditation Council Councilor, it may be given by postal (first-class or express mail with postage prepaid), electronic means (limited to e-mail or facsimile transmission), or courier service (charges prepaid), to the Councilor's address (or to the Councilor's e-mail address or facsimile number) appearing on CAEP's records. Notice shall be effective when received.

Section 8.13 Waiver of Notice

Any member of the Accreditation Council may waive the right to receive timely notice of any meeting, either before or after the time for notice. A member's attendance at any meeting shall constitute waiver of notice, excepting attendance to object at the beginning of the meeting to the transaction of business on the ground that the meeting was not lawfully called or convened. Except as otherwise specifically required by law or these Bylaws, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Accreditation Council need be specified in the waiver.

Section 8.14 Meetings by Electronic Means

Except as otherwise specifically required by law or these Bylaws, members of the Accreditation Council may participate in a meeting of the Accreditation Council or any of its committees by electronic means, such as telephone and Internet conference, by which all persons participating in the meeting are able to communicate with each other, and such participation shall constitute presence in person at the meeting. Proxy voting is not permitted.

Section 8.15 Compensation of Members of Accreditation Council

CAEP shall not pay any compensation to members of the Accreditation Council, including Accreditation Council Officers, for services rendered to the Accreditation Council or CAEP in that capacity, except that members of the Accreditation Council may be reimbursed, in reasonable amounts, for expenses incurred in the performance of their duties as members of the Accreditation Council.

Section 8.16 Standard of Conduct

Every Councilor and Alternate, when discharging the duties of the Accreditation Council, shall act:

1. In good faith;
2. In full accordance with the standards of conduct, conflicts of interest policy, and all other provisions of the Accreditation Council policy.

Article IX. Appeals Council

Section 9.01 Purpose

The Appeals Council (“Appeals Council”) shall be considered a “designated body” of the Corporation, as permitted and within the meaning prescribed under §401.02(8) and §406.12 of the Act. The Appeals Council shall hear and decide appeals to Accreditation Council decisions.

Section 9.02 Composition, Qualifications, and Term

The Appeals Council, a “designated body” of CAEP, as permitted and within the meaning prescribed under §401.02(8) and §406.12 of the Act, shall consist of fifteen (15) members who are selected by the President in consultation with the Chair and Vice-Chair. No current Board member or member of the Accreditation Council may be appointed to the Appeals Council.

In order to serve on the Appeals Council, an individual must successfully complete an Appeals Council training course within sixty (60) days from appointment, which shall include training on CAEP Policy and procedures on the appeals process, the CAEP commitment to diversity, standards of conduct, and conflicts of interest policy. In carrying out the responsibilities of the Appeals Council, members shall at all times act in accordance with the CAEP standards of conduct and conflict of interest policy.

Appeals Council members shall serve a term of up to three (3) years. In making any such appointment, the President shall strive to ensure that the terms of Council members are staggered so that no more than one-third (1/3) of terms are set to expire in any calendar year. No Appeals Council member may serve more than two (2) consecutive terms.

Section 9.03 Appeal Panels

For each appeal of an accreditation decision by the Accreditation Council, the President shall appoint an appeals panel of five (5) members drawn from the Appeals Council, a majority of whom shall have formerly served on the Accreditation Council or as a CAEP site visitor, and including at least one public representative. In no case shall an individual be appointed to an Appeals Panel charged with handling the review of adverse action with regard to which the individual was involved, including but not limited to involvement as an Accreditation Council Councilor, site visitor, or accreditation consultant.

The Appeals Panel shall hear and decide the appeal pursuant to appeals procedures developed by CAEP. The Appeals Panel may affirm, amend, or reverse a decision of the Accreditation Council. It may also remand the decision to the Accreditation Council with instructions for further consideration.

Section 9.04 Compliance

As long as CAEP chooses to be recognized by USED and/or CHEA, it shall comply with any applicable requirements of USED and/or CHEA, including those for composition of the Appeals Council and any appointed appeals panel, particularly the proportions of educators, practitioners, and representatives of the public required on decision-making bodies.

Section 9.05 Standards of Conduct

Appeals Council members, when discharging the duties of the Council, shall act:

1. In good faith;
2. In full accordance with the standards of conduct, conflicts of interest policy, and all other provisions of the Appeals Council policy.

Section 9.06 Removal

Any Appeals Council member may be removed at any time including for failure to adhere to the standards of conduct. Unanimous agreement between the President, Board Chair, and Board Vice Chair is required for removal with cause or without cause.

Section 9.07 Resignation

Any Appeals Council member may resign at any time by written notice to the President, Board Chair, or Board Vice-Chair of the Board. The resignation shall be effective at the time specified in the notice or on receipt, if no time is specified. Acceptance of a resignation shall not be necessary to make it effective.

Article X. Staff and Consultants

Section 10.01 Appointment

The President may retain employees (“Staff”) and agents (“Consultant” or “Consultants”), who shall have such authority and titles and perform such duties as the President or the Board may prescribe.

Section 10.02 Accreditation Council Staff

The Staff assigned to assist the Accreditation Council shall be retained directly by either the President or the Board. The Staff shall be assigned by the President to assist the Accreditation Council in supporting their accreditation or other functions.

Section 10.03 Removal

The President may remove any Staff or Consultant at any time with or without cause. Removal shall be without prejudice to such person’s contractual rights, if any. The engagement of such person as Staff or a Consultant shall not itself create contractual rights.

Section 10.04 Compensation

CAEP may pay compensation in reasonable amounts to Staff and Consultants for services rendered, such amounts to be determined by the President, within the budget authority granted by the Board. Agents and employees may also be reimbursed for expenses incurred in the performance of their duties to CAEP, in reasonable amounts.

Section 10.05 Post-Service Restriction

No former Staff may be appointed or serve on any CAEP committee or in any other role with CAEP or any CAEP body that has any decision-making authority, including but not limited to the Accreditation Council, EPP site visitor, or the Appeals Council, during the seven-year (7) period following separation from CAEP as a Staff member.

Article XI. Select Financial and Corporate Matters

Section 11.01 Fiscal Year

The fiscal year of CAEP shall start on the 1st day of July of each year, unless otherwise determined by the Board.

Section 11.02 Corporate Seal

Should the Board elect to adopt a corporate seal, it shall be circular in form, shall have the full name of CAEP inscribed thereon and shall contain the words "Corporate Seal," the state or district of incorporation, and the year CAEP was formed in the center, in such form as may be approved from time to time by the Board.

Section 11.03 Contracts and Other Documents

The Board may, except as otherwise specifically required by law or these Bylaws, authorize any officer, employee or agent to enter into any contract or execute and deliver any instrument or document on behalf of CAEP. Such authority may be general or confined to specific instances.

Section 11.04 Checks, Drafts, Loans, Etc.

All checks, drafts, loans, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of CAEP shall be signed by such officer or agent and in such manner as shall be from time to time be determined by the Board. In the absence of such determination, such instruments shall be signed by the President and countersigned by the Treasurer.

Section 11.05 Books and Records

CAEP shall keep at its principal office (a) correct and complete books and records of account, (b) minutes of the proceedings of the Members, Board and any committee having the authority of the Board, and (c) a current list of the Members, Directors, and Officers, and their addresses.

Section 11.06 Gifts, Grants, and Bequests

CAEP shall have the authority to seek gifts, grants, and bequests.

Section 11.07 Funds

CAEP's funds shall be deposited to its credit in such banks or other depositories as may be authorized by the Board.

Article XII. Indemnification and Insurance

Section 12.01 Indemnification of Directors and Officers

CAEP shall, to the extent required and permitted by law, indemnify any Director, Member Ex Officio, or Officer of the Board, and any person who serves at CAEP's request as a Director or officer of another corporation (whether for profit or not for profit), against any and all expenses and liabilities actually and necessarily incurred by any such person or imposed on any such person in connection with any claim, action, suit, or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, including appeals) to which the person may be or is made a party by reason of being or having been in such a role; subject to the limitation, however, that there shall be no indemnification in relation to matters as to which such person shall be adjudged in such claim, action, suit, or proceeding to be liable (a) to CAEP, (b) on the basis that personal benefit was improperly received by such person, whether or not the benefit resulted from an action taken in the person's official capacity, or (c) for acting in bad faith or for negligence or misconduct in the performance of a duty. Specifically, CAEP's indemnification of Directors and Officers, includes the following:

- To the extent permitted by Section 29-406.51 of the DC Nonprofit Corporation Act (the “Act”), CAEP may indemnify an individual who is party to a proceeding because he or she is or was a Director against liability incurred in the proceeding if the individual: (a) acted in good faith; (b) reasonably believed, in the case of conduct in an official capacity, that the conduct was in the best interest of the corporation; and, in all other cases, that the individual’s conduct was at least not opposed to the best interests of the corporation; and (c) in the case of any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful; or if the individual engaged in conduct for which broader indemnification is authorized by Section 29-402.02(b)(8) of the Act. Such indemnification, unless otherwise ordered by a court, shall be limited to reasonable expenses incurred in connection with the proceeding, and shall be prohibited in connection with any proceeding with respect to conduct for which the Director was adjudged liable on the basis that he or she received a financial benefit to which he or she was not entitled. Such indemnification must be authorized for a specific proceeding and only after a determination has been made that the Director has met the relevant standard of conduct set forth in Section 29-406.51 of the Act. The determination shall be made, if there are (2) or more disinterested directors, by a majority vote of all disinterested directors, a majority of whom shall constitute a quorum for that purpose, or as otherwise permitted by Section 29-406.55 of the Act. Authorization of indemnification shall be made in the same manner as the determination that indemnification is permissible, and in accordance with any additional requirements set forth in Section 29-406.56 of the Act.
- To the extent required by Section 29-406.52 of the Act, CAEP shall indemnify a Director or Officer for reasonable expenses incurred to the extent the director or officer was successful, on the merits or otherwise, in the defense of any proceeding to which the Director or Officer was party because of his or her role as a Director or Officer. Such person shall undertake to repay or to reimburse such expense, if it should be ultimately determined that person is not entitled to indemnification under this Article.
- To the extent permitted by Section 29-406.53 of the Act, CAEP may, before final disposition of a proceeding, advance funds to pay for or reimburse the reasonable expenses incurred by an individual who is party to a proceeding because he or she is or was a Director, provided such individual satisfies the conditions and requirements enumerated in Section 29-406.53 of the Act.
- To the extent permitted by law, CAEP shall have the right to approve selected attorneys and to approve any legal expenses incurred in connection with any suit, action, or proceeding to which indemnification under this Article applies, which such approvals shall not be unreasonably withheld.

Section 12.02 Indemnification of Employees, Agents, and Volunteers

CAEP may, to the extent permitted by law, indemnify, advance expenses to, or provide or maintain insurance on behalf of an employee, agent, or volunteer, including any member of the Accreditation Council, Appeals Council, other designated body of the corporation, and any person who formerly served in any such capacity. The Board, by majority vote, may authorize such indemnification against any and all expenses and liabilities actually and necessarily incurred by any such person or imposed on any such person in connection with any claim, action, suit, or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, including appeals) to which the person may be or is made a party by reason of being or having been such Director, Officer, employee, agent, or volunteer; subject to the limitation, however, that there shall be no indemnification in relation to matters as to which such person shall be adjudged in such claim, action, suit, or proceeding to be liable (a) to CAEP, (b) on the basis that personal benefit was improperly received by such person, whether or not the benefit resulted

from an action taken in the person's official capacity, or (c) for acting in bad faith or for negligence or misconduct in the performance of a duty.

Section 12.03 Insurance

The Board may authorize the purchase of insurance on behalf of any Director, Officer, member, employee, agent, volunteer, or person who may have served at CAEP's request as a director or officer of another corporation, whether for profit or not for profit, against any liability asserted against or incurred by such person which arises out of such person's status with CAEP and out of acts taken in such capacity, whether or not CAEP would have the power to indemnify the person against that liability under law.

Section 12.04 Taxes

CAEP will take all steps necessary to maintain compliance with IRS regulations and ensure it retains tax exempt status.

Section 12.05 Limitation of Liability

CAEP's liability for indemnification shall be limited as follows:

- To the extent permitted by law, if CAEP is exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (a "501(c)(3) nonprofit") and CAEP has annual total functional expenses (exclusive of grants and allocations) of less than \$100,000, then regardless of CAEP's insurance coverage, CAEP is not liable for the conduct of Officers, Directors, and other persons who perform services for CAEP and who do not receive compensation other than reimbursement of expenses (as used in this Section "Volunteers").
- To the extent permitted by law, if CAEP is not a 501(c)(3) nonprofit (regardless of annual total functional expenses) or CAEP is a 501(c)(3) nonprofit with annual total functional expenses (exclusive of grants and allocations) of \$100,000 or more, CAEP is only liable for the conduct of volunteers to the extent of the limit on the CAEP's insurance coverage, provided that CAEP maintains liability insurance with a limit of coverage of not less than \$200,000 per individual claim and \$500,000 per total claims that arise from the same occurrence.
- To the extent permitted by law, volunteers of CAEP shall not be held personally liable in damages for any action or omission in providing services or performing duties on behalf of CAEP.
- Persons regularly employed by CAEP to perform a service for a salary or wage shall not be held personally liable in damages for any action or omission in providing services or performing duties on behalf of CAEP in an amount greater than the amount of total compensation (other than reimbursement of expenses) received during the twelve (12) months immediately preceding the act or omission for which liability was imposed; provided however, that this limitation of liability does not apply to any licensed professional employee operating in his or her professional capacity. To the maximum extent permitted by law, and to the extent an employee is liable, CAEP is only liable for an employee's conduct up to the amount of applicable insurance coverage maintained. The provisions of this paragraph apply to CAEP regardless of whether CAEP is a 501(c)(3) nonprofit or whether the annual expenses are above or below \$100,000.
- To the extent required by law, the limitation of liability for volunteers and employees shall not apply when the injury or damage was a result of the employee or Volunteer's willful misconduct, crime (unless the volunteer or employee had reasonable cause to believe that the act was lawful), transaction that resulted in an improper personal benefit of money, property or service to

the Volunteer or employee or act or omission that was not in good faith and was beyond the scope of authority of CAEP pursuant to applicable law or CAEP's Articles of Incorporation.

Section 12.06 Other Rights

The indemnification provided by this Article shall be in addition to any other rights to which such Director, Officer, employee, agent, or volunteer may be entitled under any statute, Bylaw, agreement, vote of the Board, insurance policy, contract, or otherwise and shall not restrict the power of CAEP to make any indemnification permitted by law.

Section 12.07 Severability

If any part of this Article shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

Article XIII. Dissolution of the Corporation

Section 13.01 Dissolution

Unless otherwise specifically provided by law, CAEP may be dissolved at any time by the written consent of not less than a majority of the Directors then in service. Subject to applicable law and regulation and to the provisions of CAEP's Articles of Incorporation regarding dissolution, in the event of dissolution other than for purposes of reorganization of CAEP, whether voluntary or involuntary or by operation of law, the property of CAEP and any proceeds of that property shall, subject to applicable law and CAEP's Articles of Incorporation, be distributed to Members and to EPPs accredited or seeking accreditation by CAEP or an Affiliate in such proportion as the Board may reasonably determine based on the contributions to CAEP by such Members and EPPs. In any event, such distributions shall be made only after payment of CAEP's debts and after return of assets requiring return upon dissolution, in accordance with applicable law.

Article XIV. Parliamentary Authority

Section 14.01 Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern CAEP in all cases in which they are applicable, and in which they are not inconsistent with these Bylaws and any special rules of order CAEP may adopt.

Article XV. Amendment of Articles of Incorporation and Bylaws

Section 15.01 Amendment of Articles of Incorporation

The Articles of Incorporation may be amended by a Majority Vote, provided such amendment is in conformity with the purposes for which CAEP was established. Notice of any proposed revision to the Articles of Incorporation shall be mailed to the Directors at least thirty (30) days prior to the meeting at which the revision is to be considered.

Section 15.02 Amendment of Bylaws

These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted, by a Majority Vote of the Board on a motion from the Bylaws and Policy Committee, provided, however, that any amendment of these Bylaws that would alter, amend, or repeal a provision involving a greater vote than a Majority Vote may be altered, amended, or repealed only by such greater vote. The Accreditation Council or any standing committee established by the Board may propose Bylaw revisions to the Bylaws and Policy Committee. Notice of any proposed revision to these Bylaws shall be given from the Accreditation Council chair or a standing committee chair to the Bylaws and Policy Committee chair at least sixty (60) days prior to the meeting at which the revision is to be considered. The Bylaws and Policy Committee shall provide the Board with notice of proposed Bylaw revisions at least thirty (30) days prior to the meeting at which the revision is to be considered.