

THE MIDDLE STATES ASSOCIATION OF COLLEGES AND SCHOOLS

(A Pennsylvania nonprofit corporation)

AMENDED AND RESTATED BY-LAWS

Adopted and Effective August 23, 2006

ARTICLE I NAME, OFFICE AND PURPOSE

Section 101. Name and Office.

The name of the corporation shall be The Middle States Association of Colleges and Schools, Inc. (hereinafter referred to as the “Association”). The principal office of the Association shall be located at 3624 Market Street, Philadelphia, Pennsylvania 19104-2680. The Association may have such other offices within or without the Commonwealth of Pennsylvania, as the Board of Trustees may designate from time to time.

Section 102. Purposes.

(a) The Association is organized to promote charitable and educational activities within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986, as amended (the “Code”) and is incorporated under the Pennsylvania Nonprofit Corporation Law for any lawful purpose for which a nonprofit corporation may operate under the laws of the Commonwealth of Pennsylvania including, in particular, the following:

(i) To accredit educational institutions and programs located inside or outside the United States, including, but not limited to, the States of Delaware, Maryland, New Jersey and New York, the Commonwealths of Puerto Rico and Pennsylvania, the District of Columbia and the U.S. Virgin Islands;

(ii) To initiate and sustain such research as may be consistent with the general purposes of the Association;

(iii) To provide an aegis under which representatives of elementary schools, secondary schools, institutions of higher education and other education organizations may meet for the discussion of educational problems and in the common pursuit of solutions to these problems; and

(iv) To cooperate with educational, quality assurance and other agencies in providing services and accreditation.

(b) The Association is a non-governmental, voluntary organization of educational institutions committed to excellence in all levels across the continuum of education, whose purposes are to encourage, advance, assist and sustain the quality and integrity of education. In order to achieve these purposes in the public interest, the Association shall establish appropriate criteria and levels of educational excellence and effectiveness, and work with other organizations, agencies, and institutions to achieve cooperation and coordination between

and among schools, colleges and universities.

ARTICLE II GOVERNANCE

Section 201. Board of Trustees

The Board of Trustees shall have full power to conduct, manage and direct the business and affairs of the Association, and all powers of the Association are hereby granted to and vested in the Board of Trustees in accordance with Article IV of these By-laws.

ARTICLE III MEMBERSHIP

Section 301. General

(a) The voting members of the Board of Trustees shall constitute the members of the Association for all purposes under the Pennsylvania Nonprofit Corporation Law. Meetings of the members of the Association shall be conducted in accordance with the Pennsylvania Nonprofit Corporation Law and these By-laws at such location within or without the Commonwealth of Pennsylvania as may be fixed from time to time by the Board of Trustees. Voting by proxy shall not be permitted. Any action required or permitted to be taken at any meeting of the members of the Association may be taken without a meeting if all members consent thereto in writing and the written consents or writings are filed with the minutes of proceedings of the members.

(b) The Association also shall include a class of Institutional Members, a class of Commission Members and a class of Organizational Members. In no event, however, shall the foregoing classes of members be deemed members of the Association for any purpose under the Pennsylvania Nonprofit Corporation Law.

(c) The Board of Trustees shall establish and maintain all regulations and conditions governing membership in the Association; however, in according membership therein, or the privileges thereof, the Board shall not discriminate against an institution or organization on the basis of race, color, sexual orientation, marital status, religion, sex, national origin, age, or disability of any person associated with the institution or organization being considered for such membership.

Section 302. Institutional Membership

(a) Any educational institution, other education provider or unit thereof approved by an individual Commission will be received into membership of the Association as an Institutional Member upon payment of the annual membership dues, provided such institution or unit:

(i) Has a charter and/or formal authority from the appropriate governmental

agency, if required, or another entity accepted by a Commission; and

(ii) Fulfills the candidacy or accreditation requirements of the appropriate Commission.

(b) Membership of an Institutional Member shall cease whenever such member withdraws voluntarily, is removed from the accredited list by a Commission in accordance with its standards and procedures, or fails to pay the annual membership dues for two (2) successive years, unless waived by the appropriate Commission upon a showing of good cause.

Section 303. Commission Membership

The Middle States Commission on Higher Education (“MSCHE”), the Middle States Commission on Secondary Schools (“MSCSS”) and the Middle States Commission on Elementary Schools (“MSCES”) shall comprise the class of Commission Members. Each Commission, acting through its elected commissioners, shall have the right to appoint four (4) members to the Board of Trustees and, in addition, the President of the Commission of each Commission shall be an *ex officio*, non-voting member of the Board of Trustees.

Section 304. Organizational Membership

(a) Any Commission may grant Organizational membership to:

(i) The office of any national, state or local department of public education, or any system of public colleges or universities, or church-related or sponsored schools, or independent schools; or

(ii) Any educational association, organization or agency, whether public or private in nature, whose membership will, in the judgment of the appropriate Commission, assist such Commission in achieving its objectives.

(b) Membership of an Organizational Member shall cease whenever such member withdraws voluntarily, is removed from membership by the Board of Trustees or any Commission for cause or fails to pay the annual membership dues for two (2) successive years, unless waived by the appropriate Commission upon a showing of good cause.

ARTICLE IV THE BOARD OF TRUSTEES

Section 401. General

The business and affairs of the Association shall be managed under the direction of the Board of Trustees (the “Board”), which shall establish policies for the fulfillment of the purposes of the Association stated in Article I. These By-laws provide for the appointment by each Commission of four (4) Trustees to the Board. Each Trustee, in accepting such appointment to the Board, shall have the duty to perform his or her duties in the best interests of the Association rather than in the particular interests of the Commission which appointed such Trustee.

Section 402. Number, Membership and Term of Office

(a) The Board of Trustees shall consist of sixteen (16) members, comprised of the following:

- (i) Four (4) Trustees designated by the MSCHE;
- (ii) Four (4) Trustees designated by the MSCSS;
- (iii) Four (4) Trustees designated by the MSCES; and
- (iv) Four (4) *ex officio*, non-voting Trustees, who shall hold office by virtue of their position, as follows:
 - (A) President of the Commission of the MSCHE;
 - (B) President of the Commission of the MSCSS;
 - (C) President of the Commission of the MSCES; and
 - (D) Executive Vice President of the Association.

The Trustees designated by the Commissions shall be selected by each Commission in accordance with policies and procedures such Commission may adopt from time to time.

(b) Each of the twelve (12) Trustees designated by the Commissions shall be appointed for a term of three (3) years commencing on the January 1 immediately following such Trustee's appointment to the Board and may hold office until the expiration of the term for which such Trustee was appointed and until a successor has been designated by the Commission which appointed such Trustee to the Board or until such Trustee's earlier death, resignation or removal. A Trustee appointed to fill a vacancy shall commence service immediately and shall serve the balance of the term of the Trustee he or she has replaced. No Trustee designated by the Commissions may serve more than two full terms; provided, however, that if a Trustee's term will expire while such Trustee is an officer of the Association, such Trustee's term as a member of the Board shall be automatically extended for such period as is necessary to make it coterminous with such Trustee's term as an officer.

Section 403. Resignations and Vacancies.

(a) Any Trustee may resign at any time effective upon giving written notice to the Board, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be designated before such time to take office when the resignation becomes effective. Resignation as a Trustee shall also constitute resignation as a member of all committees of the Board.

(b) All vacancies in the Board, including those existing as the result of the removal of a Trustee, shall be filled in accordance with the provisions of Section 402. Each Trustee designated to fill a vacancy shall hold office in accordance with the provisions of Section 402.

(c) A vacancy or vacancies shall be deemed to exist in the case of the death or resignation of any Trustee.

Section 404. Removal

Any Trustee may be removed from office by the voting members of the Board of

Trustees, upon recommendation of the Executive Committee, without assignment of cause except in the case of a Trustee who also is an officer of the Association and may be removed only in accordance with Section 504. A vote to remove a Trustee from the Board shall be by majority of the Trustees present and eligible to vote. The Trustee whose removal is being considered may not participate in the vote concerning his or her removal. In the event that any Trustee shall be so removed, a new Trustee shall be selected to replace such Trustee at the same time in accordance with the provisions of Section 402. Removal as a Trustee shall also constitute removal as a member of all committees of the Board.

Section 405. Meetings

(a) There shall be at least three (3) regular meetings of the Board of Trustees each calendar year. The Board of Trustees shall fix the date, place and time of each meeting. In addition, special meetings may be called by the President or by any other officer of the Association at the request of four (4) members of the Board of Trustees.

(b) Notice shall be sent to each Trustee at least thirty days in advance of each regular meeting of the Board and at least ten (10) days in advance of any special meeting of the Board. Notice shall be sent to each Trustee by first-class mail or by a reputable overnight delivery service (e.g., Federal Express), charges prepaid, or by e-mail, addressed to each Trustee at that Trustee's address as it is shown on the records of the Association for the purposes of such notice. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If sent by overnight delivery service, such notice shall be deemed to be delivered when deposited with such delivery service, charges prepaid. If sent by e-mail, such notice shall be deemed to have been delivered when the electronic transmission has been completed.

(c) The Board shall hold one of its regular meetings in December of each calendar year and such meeting shall constitute the annual meeting of the Board. The voting members of the Board, as the members of the Association for all purposes under the Pennsylvania Nonprofit Corporation Law, also shall hold an annual meeting on such date.

Section 406. Quorum and Manner of Acting

At all meetings of the Board of Trustees, the presence of a majority of the voting members of the Board shall be necessary to constitute a quorum and to transact business. Any act of a majority present at a meeting at which there is a quorum shall be the act of the Board of Trustees, except as may be otherwise required by law, the Articles of Incorporation, or these By-laws. If a quorum shall not be present at any meeting of the Trustees, the Trustees present may adjourn the meeting from time to time until a quorum is present. Voting by proxy shall not be permitted.

Section 407. Telephone Meetings Permitted

Members of the Board of Trustees, or any Committee designated by the Board of Trustees, may participate in a meeting thereof by means of conference telephone call or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in the meeting pursuant to this Section 407 shall constitute the presence of a person at such meeting.

Section 408. Organization

At every meeting of the Board of Trustees, the President or, in the case of the President's absence, the Vice President or, in the case of the Vice President's absence, a Trustee designated by the Trustees, shall preside as chairperson. The chairperson may appoint any person to act as secretary of the meeting.

Section 409. Action by Written Consent

Any action required or permitted to be taken at any meeting of the Board of Trustees or of any Committee thereof may be taken without a meeting if all voting members of the Board or Committee, as the case may be, consent thereto in writing and the written consents or writings are filed with the minutes of proceedings of the Board or any Committee.

Section 410. Waiver of Notice

Notice of a meeting need not be given to any Trustee who signs a waiver of notice or a written consent to the holding of a meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such Trustee. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 411. Committees of the Board

(a) The Board of Trustees shall have the following standing committees:

- Executive Committee
- Finance Committee
- Human Resources Committee
- Policy Committee
- Nominating Committee

From time to time the Board of Trustees may, by resolution, establish one or more additional standing committees or ad hoc committees of the Board.

(b) Except as otherwise provided herein or by resolution of the Board, the President shall appoint the chairperson and members of each committee of the Board, each of whom shall be a Trustee. No more than two (2) members of any committee may be from a single Commission. The President may designate one or more Trustees as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee.

(c) A majority of the Trustees in office appointed to a Committee shall be present at each meeting to constitute a quorum for the transaction of business and the acts of a majority of the Trustees in office appointed to a committee shall be the acts of the committee

(d) Each committee shall keep regular minutes of its proceedings and report such proceedings periodically to the Board of Trustees.

(e) The Executive Vice President shall be an *ex officio*, non-voting member of each committee of the Board.

Section 412. Executive Committee

(a) The Executive Committee shall be comprised of the President, the Immediate Past President, the Vice President, the Treasurer and the Secretary. The President shall be the chairperson of the Executive Committee.

(b) The Executive Committee shall set the preliminary agenda for all Board meetings, shall have and exercise the authority of the Board of Trustees between meetings thereof (except as to the amendment, restatement or repeal of these By-laws), and shall meet as frequently as may be required to carry out its responsibilities.

Section 413. Finance Committee

(a) The Finance Committee shall be comprised of the Treasurer and such additional members as are appointed by the President pursuant to Section 411(b) hereof. The Treasurer shall be the chairperson of the Finance Committee.

(b) The Finance Committee shall advise the Treasurer with respect to financial, budgetary and related matters and shall perform such other duties as may be assigned to it by the Board of Trustees or the President.

Section 414. Human Resources Committee

(a) The Human Resources Committee shall be comprised of such members as are appointed by the President pursuant to Section 411(b) hereof. The President shall appoint the chairperson of the Human Resources Committee.

(b) The Human Resources Committee shall advise the President and the appropriate officers of the Association and the Commissions as to personnel matters.

Section 415. Policy Committee

(a) The Policy Committee shall be comprised of such members as are appointed by the President pursuant to Section 411(b) hereof. The President shall appoint the chairperson of the Policy Committee.

(b) The Policy Committee shall recommend to the Board the creation of and any modifications to the Association's policy handbook and the resolution of conflicts between and among the Commissions and issues pertaining to requirements imposed upon the Association and the Commissions by the federal, state and local governments, including issues arising because of conflicts between such requirements and these By-laws or other operating procedures of the Association.

Section 416. Nominating Committee

(a) The Nominating Committee shall be comprised of such members as are appointed by the President pursuant to Section 411(b) hereof. The President shall appoint the chairperson of the Nominating Committee.

(b) The Nominating Committee shall nominate the officers of the Association to be elected by the Board of Trustees (including the Treasurer, Secretary, Assistant Treasurer and Assistant Secretary) and members of the Board of Trustees designated by the Commissions.

ARTICLE V OFFICERS AND STAFF

Section 501. Number and Designations

The officers of the Association shall be a President, the Immediate Past President, a Vice President, a Treasurer, a Secretary and one or more Assistant Treasurers and Assistant Secretaries.

Section 502. Election, Appointment and Term of Office

(a) The Board of Trustees shall elect a Vice President biennially. The right to nominate candidates for the office of Vice President shall rotate biennially among the three Commissions. Upon each election of a Vice President, the current Vice President shall automatically succeed to the office of President and the current President shall automatically succeed to the office of Immediate Past President. The Board of Trustees shall appoint a Treasurer and a Secretary.

(b) The President, Immediate Past President and Vice President each shall serve two-year terms following their election or succession to such offices, as the case may be, and until their successors are elected and qualified or otherwise succeed to such office. The terms of office of the President, Vice President and Immediate Past President shall commence on the January 1 immediately succeeding the election of the Vice President. The Treasurer shall serve a term not to exceed four (4) years following his or her appointment to such office and until his or her successor is appointed. The Secretary shall serve a two-year term following his or her appointment to such office and until his or her successor is appointed. The term of office of the Treasurer and the Secretary shall commence on the January 1 immediately succeeding such officer's appointment to office by the Board of Trustees.

Section 503. Subordinate Officers and Agents

(a) The Board of Trustees may appoint and fix the salary of an Executive Vice President, whose duties and responsibilities shall be as established by the Board of Trustees. The Executive Vice President of the Association also shall be an Assistant Secretary.

(b) The Board of Trustees may from time to time elect such other officers and appoint such employees or other agents as the business of the Association may require, including one or more Assistant Secretaries, and one or more Assistant Treasurers, each of whom shall hold office

for such period, have such authority, and perform such duties as are provided in these By-laws, or as the Board of Trustees may from time to time determine. The Board of Trustees may delegate to the President the power to elect other subordinate officers and to retain or appoint

employees or other agents, and to prescribe the authority and duties of such subordinate officers, employees or other agents.

Section 504. Resignation and Removal

Any officer may resign at any time upon written notice to the Association. The Board of Trustees may remove any officer with cause at any time. For purposes of this Section 504, “cause” shall mean: (a) the willful and continued failure or refusal by such officer to perform his or her duties and responsibilities; (b) the willful misconduct by such officer which is demonstrably and materially injurious to the Association, monetarily or otherwise, or which results or is intended to result in personal gain or enrichment at the expense of the Association; (c) such officer’s conviction of or plea of no contest to a felony or crime involving moral turpitude; or (d) such other circumstances specified in any agreement between such officer and the Association.

Section 505. Vacancy

(a) A vacancy occurring in the office of President by death, resignation, removal or otherwise, shall be filled by the current Vice President.

(b) A vacancy occurring in the office of Vice President because of the succession of the current Vice President to the office of President in accordance with Section 505(a), shall be filled by the Board of Trustees for the unexpired portion of the term by a nominee proposed by the Commission entitled under Section 502(a) to nominate the successor to the current Vice President. Upon the expiration of such term, the individual appointed to such vacancy shall succeed to further office in accordance with Section 502.

(c) A vacancy occurring in the office of Vice President by death, resignation, removal or otherwise (other than a vacancy occurring because of the succession of the current Vice President to the office of President in accordance with Section 505(a)), shall be filled by the Board of Trustees for the unexpired portion of the term by a nominee proposed by the Commission that nominated the current Vice President. Upon the expiration of such term, the individual appointed to such vacancy shall succeed to further office in accordance with Section 502.

(d) A vacancy occurring in any office described in Section 503 by death, resignation, removal or otherwise, may be filled by the Board of Trustees for the unexpired portion of the term, at which time the Board may appoint such individual to a regular term of office.

Section 506. The President

The President shall be the chief executive officer of the Association and shall have general supervision over the activities and operations of the Association, subject to the control of the Board of Trustees. The President shall (a) execute and acknowledge, in the name of the Association, contracts or other instruments authorized by the Board, except if the execution thereof has been expressly delegated by the Board or these By-laws to some other officer or agent of the Association; (b) preside at meetings of the Association and the Board of Trustees; (c) appoint members of such special committees as may be authorized by the Board of Trustees; (d) attend or designate an officer, agent or Trustee of the Association to attend Commission meetings in a nonvoting capacity; and (e) perform such other duties incident as are to the office

of President.

Section 507. The Vice President

The Vice President shall, in the absence of the President, perform the duties of the President, and such other duties as may be assigned from time to time by the President.

Section 508. The Treasurer

The Treasurer shall:

- (a) Report directly to the Board of Trustees;
- (b) Be responsible for the overall financial affairs of the Association, in accordance with policies and procedures established by the Board of Trustees;
- (c) Review the fiscal budgets of the Association for approval by the Board of Trustees;
- (d) Cause an annual audit of all Association and Commission finances to be conducted and reported to the Board of Trustees;
- (e) Be responsible for keeping the Board of Trustees and the Executive Committee fully and currently informed with respect to the financial affairs of the Association and the Commissions; and
- (f) Be available to the Commissions and the Board for consultation on all matters involving finances of the Association and the Commissions.

Section 509. Assistant Treasurer

Any Assistant Treasurer shall, in the absence of the Treasurer, perform the duties of the Treasurer and such other duties as may be assigned from time to time by the President.

Section 510. The Secretary

The Secretary shall:

- (a) Attend all meetings of the Board of Trustees, Committees of the Board and members of the Association;
- (b) Record the minutes of all meetings of the Board of Trustees, Committees of the Board and members of the Association and all votes by the voting members of the Board;
- (c) Provide notices of all meetings of the Board of Trustees, Committees of the Board and members of the Association, as required by applicable law and these By-laws;
- (d) Keep and maintain all records and reports of the Association in accordance with applicable law and these By-laws and maintain custody of the seal of the Association and affix the same as and when authorized by the Board of Trustees and these Bylaws; and

(e) Perform all duties incident to the office of Secretary and such other duties as may from time to time be assigned by the Board of Trustees or the President.

Section 511. Assistant Secretary

Any Assistant Secretary shall, in the absence of the Secretary, perform the duties of the Secretary and such other duties as may be assigned from time to time by the President.

ARTICLE VI
THE COMMISSIONS AND ACCREDITATION

Section 601. General Statement

(a) There shall be three accrediting units: (i) the MSCHE to evaluate and accredit post-secondary institutions and programs; (ii) the MSCSS to evaluate and accredit institutions providing middle and/or secondary education; and (iii) the MSCES to evaluate and accredit institutions providing middle, elementary and/or early age education.

(b) A Commission may delegate to any other agency or entity such Commission's obligations or authority to evaluate and accredit institutions and programs as described in this Article VI only with the approval of the Board of Trustees.

(c) Joint Committees, such as the Committee on Institution-Wide Accreditation, may be formed to act on behalf of Commissions to evaluate and recommend the granting of accreditation to their respective Commissions.

(d) Any Commission may join with other regional accrediting or other agencies or entities within or without the United States to promote its general purpose.

(e) The Board of Trustees is empowered to recommend to the constituency(ies) or other Commission(s) that may be affected, for its (their) review and approval, the establishment of any other Commission or organizational structure to carry out the work of the Association.

(f) Notwithstanding any provision of these By-laws to the contrary, each Commission shall have the authority and the obligation to establish such policies, committees and procedures concerning the accreditation of institutions and programs as may be required to comply with requirements of governmental agencies mandating that such Commission be separate and independent from the Association and the other Commissions as to such matters.

Section 602. Authority

(a) *Accreditation.* By delegation of authority from the Association, each Commission shall:

(i) By accreditation, evaluation, consultation and in all other appropriate ways, promote the welfare and improvement of education, with special emphasis upon service to

member and candidate institutions, but without limitation to these institutions.

(ii) Publish in writing or electronically lists of accredited and candidate educational institutions and programs in accordance with standards adopted by the Commission.

(iii) Adopt standards and changes thereto for the accreditation of educational institutions and programs, especially such modifications as will promote continued improvement in the effectiveness of member and candidate institutions and programs.

(iv) Cooperate in appropriate ways with similar bodies in other regional, national and international associations.

(v) Subject to law, lawful court order, or decision by the Commission or its Executive Committee, keep the records relating to the evaluation or accreditation of any present, prospective, or former member of the Commission confidential. Such records shall not be disclosed outside the Association without the prior written consent of the governing authority of the institution concerned or where a Commission has adopted provisions with respect thereto.

(vi) Other than the report of a visiting team and Commission minutes relating to an accreditation action by such Commission, no document relating to such action shall be released to the institution itself without approval by the Commission, its Executive Committee or its designee. The Commission and the Board of Trustees shall cooperate with respect to such matters when a matter of principle affecting another Commission of the Association may be involved.

(b) *Operations.* Subject to the authority of the Board of Trustees, each Commission shall have the authority to:

(i) Appoint a President of the Commission who shall be its chief administrative officer.

(ii) Appoint other professional staff officers and employees and determine all personnel matters relating thereto, including, without limitation, dismissal, promotion, payments of all kind (within the limitations of the Commission's annual budget), termination, and job description.

(iii) Conduct the nomination and election of Commission members at the annual meeting of the Commission or by proxy ballot in accordance with Business policies and procedures established by the Commission.

(iv) Elect annually a Chair and Vice Chair from the Commission membership. Officers are eligible for re-election up to a maximum of six years, provided they are elected to additional three-year terms as Commissioners in accordance with the procedures established by the Commission, but in no case shall the total length of service on the Commission exceed nine years of consecutive service.

(v) Elect annually other members of the Commission in accordance with the procedures established by the Commission who, together with the Chair and Vice Chair, shall comprise an Executive Committee which shall exercise the functions of the Commission between meetings thereof, and shall meet with its President of the Commission as frequently as

may be required to carry out its responsibilities.

(vi) Assure periodic evaluation of the Commission's operations and performance through the use of appropriate internal and external constituencies and communities of interest.

(vii) Designate a nominating committee for the election of the Commissioners, with such rules as each such Commission shall determine from time to time.

(viii) Administer and have control over its own finances and its annual budget, including the accumulation of a segregated fund balance and the establishment of fees and annual dues.

(ix) Hold regional or other meetings at which action may be taken for proposal to the Board of Trustees for its determination at any annual, regular or special meeting thereof. Such business of the Commissions may be proposed to the membership of the affected Commission according to procedures that shall be established by the Commission and disseminated in advance to the appropriate membership.

(x) Hold regional or other meetings for the purpose of discussing issues of topical interest to the Commissions, consistent with Article I hereof.

(xi) Determine other aspects of its internal affairs, including, but not limited to, its operating rules and personnel matters.

(xii) Through its Commissioners, take any action required or permitted to be taken at any meeting of the Commissioners without a meeting, if all Commissioners consent thereto in writing and the writing or writings are filed with the minutes of proceedings of the Commission.

Section 603. Commission Membership

(a) Each Commission shall have the authority to establish a membership adequate to carry out its purposes.

(b) Except as otherwise provided in these By-laws, the members of a Commission shall serve a three-year term. Members shall be elected to a three-year term by a majority vote of a Commission's voting constituents and, thereafter, may be elected for one successive three-year term. In addition, a Commission, in accordance with procedures established by such Commission, may appoint a Commission member to fill a vacancy in its membership for the unexpired portion of the term of the member who has been replaced. Where required by applicable law or regulations, at least one-seventh of the members shall be elected who do not currently hold professional positions in education and who are broadly representative of the public interest. The remaining members shall be currently active professional and administrative staff of member institutions and shall be elected with consideration to geographical and institutional distribution reflective of the Commission's constituents and other levels of educational institutions.

(c) Each Commission shall determine the circumstances in which its own Commissioners may be removed, whether for non-attendance or any other reason.

ARTICLE VII
REVIEW AND APPEAL PROCEDURES

Section 701. The Board of Trustees shall require that each Commission establish written, fair and expeditious procedures for processing appeals. Such procedures shall be published in appropriate documents of each Commission.

ARTICLE VIII
INDEMNIFICATION

Section 801. Indemnification

The Association shall indemnify, to the full extent that it shall have power under applicable law to do so and in a manner permitted by such law, any person made or threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (hereinafter, a “Proceeding”), by reason of the fact that such person is or was a Trustee, Officer, employee or agent of the Association, out of the segregated account for the appropriate Commission. The Association shall be required to indemnify a person in connection with a proceeding (or part thereof) initiated by such person only if the proceeding (or part thereof) was authorized by the Board of Trustees of the Association.

Section 802. Advancement of Expenses

(a) With respect to any person made or threatened to be made a part of any Proceeding, by reason of the fact that such person is or was a Trustee, officer, employee or agent of the Association, the Association shall, in its discretion and upon such terms and conditions as the Association deems appropriate, pay the reasonable expenses (including attorneys fees) incurred by such person in defending any such Proceeding in advance of its final disposition (hereinafter an “advancement of expenses”).

(b) Any advancement of expenses under this Section shall be made only upon receipt of an undertaking by such person to repay all amounts advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal that such person is not entitled to be indemnified for such expenses under this Article VIII or otherwise.

Section 803. Contract Right and Enforcement

The right of Trustees, officers, employees and agents of the Association under Section 801 hereof to indemnification shall be a contract right. If a Trustee, officer, employee or agent of the Association is successful in whole or in part in any suit seeking to enforce or determine such Trustee’s, officer’s, employee’s or agent’s right to indemnification pursuant to Section 801 hereof, such Trustee, officer, employee or agent shall also be entitled to be paid by the Association the reasonable expenses (including attorneys fees) of prosecuting or defending such suit.

Section 804. Nonexclusivity

The indemnification and advancement of expenses provided in this Article VIII shall not be deemed exclusive of any other rights to which any person indemnified may be entitled under any bylaw, agreement, vote of disinterested Trustees, or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be such Trustee, officer, employee, or agent of the Association, and shall inure to the benefit of the heirs, executors, and administrators of such person.

Section 805. Insurance

The Association may purchase and maintain insurance on behalf of any person who is or was a Trustee, officer, employee, or agent of the Association against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Association would have the power to indemnify such person against such liability under the provisions of this Article VIII or otherwise.

ARTICLE IX AMENDMENTS

Section 901. Scope of Amendments

Anything in these By-laws to the contrary notwithstanding, no amendment to the By-laws or the Articles of Incorporation shall permit the Association to conduct its affairs in a manner inconsistent with Section 501(c) (3) of the Code.

Section 902. Proposed Amendments and Adoption

(a) *Bylaw Amendments*

The Board of Trustees, by the affirmative vote of at least three-quarters (3/4) of the voting members of the Board of Trustees at any duly constituted regular meeting or special meeting may alter, amend, or repeal any Bylaw, provided that written notice of the proposal of such amendment, alteration, or repeal has been given to all members of the Board of Trustees at least ten (10) days prior to such meeting.

(b) *Articles of Incorporation Amendments*

(i) The voting members of the Board of Trustees, as the members of the Association, by an affirmative vote of at least three-quarters (3/4) of the voting members at any duly constituted regular or special meeting of the members of the Association, may amend the Articles of Incorporation of the Association, provided that written notice of the proposal of such amendment, together with a copy of the proposed amendment or a summary thereof, has been given to all members of the Association at least ten (10) days prior to such meeting.

(ii) Upon approval of such proposed amendment, Articles of Amendment may be executed, acknowledged, and filed with the Secretary of State of the Commonwealth of Pennsylvania, and, when filed, shall be effective in accordance with the requirements of Pennsylvania law.

Section 903. Fundamental Transactions and Changes

(a) A merger, consolidation, sale of substantially all assets, division or dissolution, shall require the consent of three-quarters (3/4) of the voting members of the Board of Trustees.

(b) The withdrawal of an existing Commission or the admission of a new Commission, shall require the consent of three-quarters (3/4) of the voting members of the Board of Trustees.

ARTICLE X MISCELLANEOUS

Section 1001. Fiscal Year

The fiscal year of the Association shall begin the first of July of each year and end on the thirtieth day of June next succeeding.

Section 1002. Prohibited Activities

The Association is prohibited from carrying on propaganda, attempting to influence legislation, and participating in or intervening in any political campaign on behalf of any candidate for public office. This prohibition of political activities includes the publishing or distributing of statements on behalf of any candidate. The Association is not empowered to carry on, as a substantial part of its activities, any activities which are not in furtherance of its exempt educational and charitable purposes.

Section 1003. Conflicts of Interest

It shall continue to be the policy of the Association, the Board of Trustees and the Commissions that all Trustees shall avoid any conflict or appearance of conflict between personal interests and the interests of the Association and/or any of the Commissions. Such policy is as follows:

(a) All Trustees shall disclose any possible conflict of interest, at the earliest practicable time, in a full disclosure statement satisfactory to the Board.

(b) No Trustee shall vote on any matter under consideration in which he or she has a possible conflict of interest. A Trustee may, however, be counted for purposes of determining the quorum for the meeting. The minutes of such meeting shall reflect that a disclosure was made and that the individual having a possible conflict of interest abstained from voting.

(c) Any Trustee shall be considered to have a possible conflict of interest with respect to a matter before the Board of Trustees if such individual: (i) has an existing or potential substantial financial or other interest which impairs or might appear to impair independent unbiased judgment in discharging responsibilities to the Association; (ii) has any direct or indirect affiliation with an institution or program which is the subject of a proposed or actual accrediting decision; or (iii) is aware that a member of his or her immediate family, or any organization in which he or she or an immediate family member is an officer, director, employee, members, partner, trustee, or controlling stockholder, has such existing or potential financial or

other interest.

(d) Any Trustee who is uncertain whether he or she has a possible conflict of interest in any matter may request that the Board determine whether such possible conflict exists, whereupon the Board shall resolve the question by a majority vote.

(e) All candidates for membership on the Board shall be advised of this policy prior to assuming their responsibilities as members. Each existing or future Trustee shall execute the following statement, to be filed with the Board:

"I hereby certify that I have read and understand the policy set forth in Section 1003 of the By-laws, and further state that, to the best of my knowledge and belief, I do not have any interest nor will I take any action which would constitute a conflict of interest under such policy, other than an actual or potential conflict of interest which has been duly disclosed and for which waiver has been granted."

Section 1004. Assets of the Association

In the event of the dissolution of the Association, its assets shall be distributed in accordance with applicable law to one or more exempt educational organizations whose purposes are similar to those of the Association, and in no event to members of the Association.

ARTICLES OF INCORPORATION ARE NOT AVAILABLE ELECTRONICALLY.

Microfilm Number 2002010-1740 Filed with the Department of State on DEC 17 2001
Entity Number 3047715 Secretary of the Commonwealth

ARTICLES OF INCORPORATION - DOMESTIC NONPROFIT CORPORATION

1. The name of the Corporation is: THE MIDDLE STATES ASSOCIATION OF COLLEGES AND SCHOOLS.
2. The address of the Corporation's initial registered office in the Commonwealth is 3624 Market Street, Philadelphia, PA 19104-2614, being located in Philadelphia County.
3. The Corporation is incorporated under the Non-Profit Corporation Law of 1988, for the following purpose or purposes: any lawful purpose for which a non-profit business corporation may operate under the laws of the Commonwealth of Pennsylvania, but especially including the following: (a) to accredit educational institutions and programs located inside or outside the United States, including, but not limited to, the states of Delaware, Maryland, New Jersey and New York, and the Commonwealths of Puerto Rico and Pennsylvania, the District of Columbia, the Republic of Panama, and the U.S. Virgin Islands. It is understood that the process of evaluation and accreditation is itself intended to foster the development of a climate which will be a positive force in realizing the general purpose of the corporation, as stated above; (b) to initiate and sustain such research as may be consistent with the general purpose of the corporation; (c) to provide an aegis under which representatives of secondary schools, institutions of higher education, and other education organizations, may meet for the discussion of educational problems and in the common pursuit of solutions to these problems; and (d) to cooperate with educational, quality assurance and other agencies in providing services and accreditation.
4. The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise.
5. The Corporation is organized upon a non-stock basis. The conditions of membership in the corporation shall be as stated in the By-Laws of the corporation.
6. The Corporation shall be governed by its Board of Trustees. The method of electing Trustees shall be set forth in the By-Laws of the Corporation.
7. The name and address of the incorporator is: Terence L. Faul, One Bethlehem Plaza, Suite 700, Bethlehem, PA 18018.
8. The corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
9. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 3 above. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt under federal income tax under Section 501(c) of the

PA DEPT. OF STATE

DEC 17 2001

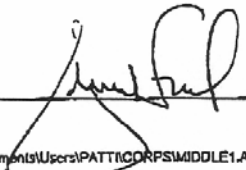
RECEIVED TIME FEB. 12. 3:56PM

PRINT TIME FEB. 12. 3:58PM

Internal Revenue Code, or the corresponding section of any future federal tax code; or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

- 10. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.
- 11. The Corporation shall indemnify its trustees, commissioners, and officers to the fullest extent permitted by the Non-Profit Corporation laws, as adopted in the Commonwealth of Pennsylvania, as amended from time to time.

IN TESTIMONY WHEREOF, the incorporator has signed these Articles of Incorporation this 12 day of December, 2001.



 F:\My Documents\Users\PATTT\CDR\PS\MIDDLE1.ART

