



**ARTICLE I  
PURPOSE**

**Section 1. Name**

The name of this nonprofit corporation shall be the Accrediting Commission for Community and Junior Colleges, Western Association of Schools and Colleges. This corporation shall be referred to throughout these Bylaws as ACCJC.

**Section 2. Purpose**

ACCJC is a private nonprofit, public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporations Law of the State of California for public and charitable purposes. It is operated within the meaning of Section 501(c)(3) of the United States Internal Revenue Code. Those public purposes include improving and validating the quality of post- secondary education at public and private educational institutions. ACCJC's scope of jurisdiction is primarily Associate degree-granting institutions that identify as community colleges, career and technical colleges, and junior colleges. It achieves its outcomes through the creation and application of standards of accreditation and related policies and through a peer-based process of review by higher education professionals and public members. ACCJC's evaluation of institutions assures the educational community, the general public, and other organizations and agencies that an institution has clearly defined objectives appropriate to higher education; has established conditions under which their achievement can reasonably be expected; appears in fact to be accomplishing them; is so organized, staffed, and supported that it can be expected to continue to do so; and demonstrates that it meets ACCJC's Eligibility Requirements, Accreditation Standards and Commission policies (hereinafter: Standards). ACCJC encourages and supports institutional development and improvement through an institutional self-evaluation using the Standards as the evaluative framework. ACCJC also requires Midterm, Follow-Up and other Special Reports, Annual Reports, and periodic evaluation of institutional quality by qualified peer professionals as a means to ensure continued compliance and improvement.

**Section 3. Principal Office**

The principal office of ACCJC is currently located at 10 Commercial Blvd, Suite 204, Novato, CA, 94949, or at such other location as the ACCJC shall decide. ACCJC may establish branch or subordinate offices and may change the principal office location to another from time to time.

**ARTICLE II  
ACCREDITED INSTITUTIONAL MEMBERSHIP**

**Section 1. Member Institutions**

The application for institutional membership is made by an institution through its chief executive officer and governing board when it applies for candidacy or initial accreditation. The members of ACCJC shall consist of the institutions that have achieved Candidacy or Initial Accreditation;

membership is concurrent with this status. Membership shall thereafter continue for as long as the institution remains accredited, complies with the Standards, and remains current on payment of any dues, fees, or special assessment obligations. Candidate (pre-accredited) status represents a formal association with ACCJC and the institution may so identify itself to the public. In the event an institution loses its accreditation for any reason, its membership status shall cease immediately. An institution may voluntarily withdraw its membership, in which case its accredited status with ACCJC shall cease upon receipt in the principal office of a written notification by the chief executive officer of the institution.

The membership and member institutions referenced in these Bylaws do not constitute any class of membership under the California Corporations Code or any successor statute, including Section 5342.

## **Section 2. Scope**

ACCJC is authorized to accredit institutions in California, Hawaii, the Territories of Guam and American Samoa, the Commonwealth of the Northern Marianas, the Republic of Palau, the Federated States of Micronesia, and the Republic of the Marshall Islands, which have as a primary mission the granting of associate degrees<sup>1</sup>, but which may also award certificates and other credentials, including bachelor's degrees, where the provision of such credentials is within the institution's mission and, if applicable, as authorized by their governmental authorities. ACCJC may accredit non-domestic institutions, which have as a primary mission the granting of associate degrees, in other geographic regions at its discretion.

## **ARTICLE III THE COMMISSION**

### **Section 1. Membership –**

The Commission consists of not fewer than nineteen or more than twenty-five members, as may be fixed from time to time by Commission resolution, all of whom are elected by the member institutions, or appointed by related entities, as described in Article IV. As referenced in Article VI and elsewhere in these Bylaws, the Commission comprises the Board of Directors of ACCJC.

The composition of the membership is determined by the areas of expertise and experience that a Commissioner brings. While Commissioners bring perspectives from various geographical regions and related organizations, they do not represent constituent categories as may be aligned with a job title or role at an institution.

At a minimum, Commission composition will be comprised of the following:

#### Category 1: (Members by nomination)

- a. At least five (5) Commissioners shall bring faculty experience and may be a current faculty member, dean, student service staff, librarian, or other academic reflecting the diversity of the

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<sup>1</sup> The operational definition of having as a primary mission the granting of associate degrees includes the following: 75% of the programs offered by the institution must be at the associate degree or pre-associate college level, and 60% of students at the institution must be in associate degree or pre-associate level programs. A primarily two-year higher education institution may offer baccalaureate degrees without regard to these percentages.

region and/or institutional membership. At least three (3) of the five shall be current faculty members at the time of their election to the Commission.

- b. At least three (3) Commissioners shall be representatives of the public<sup>2</sup>, the precise number of whom shall at all times represent at least one seventh of the total membership of the Commission,
- c. At least three (3) Commissioners shall bring administrative experience and shall be current chief executive officers in a two-year college or district at the time of their election to the Commission.
- d. At least one (1) Commissioner shall have expertise in higher education finance.
- e. At least one (1) Commissioner shall have expertise as a chief instructional officer.
- f. At least one (1) Commissioner shall be from an independent (not state-sponsored) institution.

Category 2: (Members by Appointment)

- g. At least one (1) Commissioner shall be from a secondary educational institution accredited by the Accrediting Commission for Schools (ACS), Western Association of Schools and Colleges and appointed by that Commission.
- h. At least one (1) Commissioner shall bring experience from a four-year college or university accredited by the Accrediting Commission for Senior Colleges and Universities, Western Association of Schools and Colleges (WSCUC) and appointed by that Commission.
- i. At least one (1) Commissioner shall be from an institution in the American Affiliated Pacific Islands and appointed by the Pacific Postsecondary Education Council (PPEC).
- j. One (1) Commissioner shall be appointed by the California Community Colleges Chancellor's Office.
- k. One (1) Commissioner shall be appointed by the system office of the University of Hawai'i Community Colleges.

Commissioners who are chosen in Category 1 (with the exception of Public Members) are expected to hold compensated, emeritus, or recently retired status from an institution accredited by ACCJC. Should any such institution lose its accredited status, persons from such an institution may continue to serve until the end of the Commission's membership year in which that occurs. Should an individual change category during their term, they may continue to serve until the end of their term. In order to obtain qualified candidates with expertise identified in Category 1, currently serving Commissioners and staff may solicit the interests of potential candidates. The nomination and election of Commissioners in this category is specified in Article IV of these bylaws.

Commissioners appointed by the related entities in Category 2 may not be from an institution with a serving Commissioner. Should a Commissioner in this category not be able for any reason to complete a

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<sup>2</sup> A representative of the public is someone who is not: an employee, member of the governing board, owner, shareholder, or consultant to an institution that has applied for or is in candidacy or is accredited by the ACCJC; a member of any trade association or membership organization related to, affiliated with, or associated with the ACCJC; or a spouse, parent, child, or sibling of such individuals. This definition is intended to comply with Federal Title 34, Section 602.3.

term of service, the related organization will appoint a successor to serve out the remaining term. Appointments by related entities will be vetted by the Nominating Committee both at the time of their initial appointment and as incumbents for reappointment at the conclusion of each term to ensure the suitability of their service. The appointment of Category 2 Commissioners is not governed by the election process as defined in Article IV of these bylaws. Category 2 Commissioners may serve multiple terms.

The Commission may from time to time expand the number of serving Commissioners, up to the maximum of twenty-five, in order to obtain additional areas of expertise, more equitably handle the agency's workload, expand representation, or for other purposes as identified by the Commission. To achieve this outcome, a motion before the Board of Directors will stipulate the number of positions being considered and the purposes and other parameters related to the proposed positions. Upon a majority vote by the Board, the described positions will be posted to the public and forwarded to the Nominating Committee. These steps should normally be concluded in time for any resulting nominations to be included in the regular spring election cycle.

### **Section 2. Vacancies During a Term**

If the position of a Commissioner becomes vacant, whether through resignation, removal, separation from his/her institutional affiliation, or death, the Nominating Committee shall be promptly notified. The Nominating Committee shall recommend to the Commission either a replacement to serve out the remainder of the term of the position vacated or have the position filled at the next regularly scheduled election as described in this Article IV. In recommending a person to fill a vacancy, the Nominating Committee should consider, but not be limited by, the list of those persons previously proposed as potential candidates for the appropriate sub-category of the position that has been vacated.

### **Section 3. Removal of a Commission Member**

Commissioners may be removed by a two-thirds vote of the Commission then in office for failure to exercise their responsibilities in accordance with the Commission Policy on Professional and Ethical Responsibilities of Commission Members or for conduct that is detrimental to the purposes of the Commission.

### **Section 4. Resignation**

A Commissioner may resign at any time and such resignation shall become effective on the date the Commissioner provides written notice to the Chair or President of ACCJC. Vacancies created by a resignation prior to the expiration of a Commissioner's term of service may remain vacant or may be filled prior to the election cycle, as determined by the affirmative vote of a majority of the Commission. An election to fill the vacant position will be in keeping with Article IV, Section 6.

## **ARTICLE IV COMMISSIONER ELECTION PROCESS**

### **Section 1. Nominations for Open Positions**

Except as otherwise provided in Article III, Sections 1 and 2, Commission vacancies will be filled through the Commissioner Election Process described below. Anticipated vacancies will be announced by staff at the January meeting for Commissioner terms due to expire the following June 30. Notice of

Commissioner vacancies will be posted on the ACCJC website and sent to the chief executive officers, accreditation liaison officers, and other interested parties<sup>3</sup>. The notice will include the positions open for election and the deadline for receipt of applications. Institutional and organizational representatives may submit nominations. Individuals may also submit applications on their own behalf. Applications are considered to be in effect for one year.

Whether nominated by another person, or self-nominated, individuals that wish to be considered will complete application materials required by the Commission. All applicants and nominees, except those currently sitting Commissioners seeking re-election, will be asked to submit the following:

- a. A letter of application stating the basis for interest in service on the Commission.
- b. A completed ACCJC data/biographical form.
- c. A resume and two letters of recommendation.

## **Section 2. Terms of Service**

Commissioners are elected for three-year terms and are limited to two three-year terms unless the person is elected as an officer (as defined in Article VIII, Section 1) for a term which extends beyond a sixth year, in which case a term of the length necessary to complete the two-year term of service as an officer may be served. For purposes of continuity of leadership, an individual who has just completed two years of service as Chair may continue as a Commissioner for one additional year in the role of Immediate Past Chair and shall serve on the Executive Committee of the Commission. Regular appointments are effective on July 1 of the first year and end on June 30 of the last year of a Commissioner's term. Appointed members may serve additional terms upon the request to the Commission by the appointing entity.

## **Section 3. Nominating Committee**

There shall be a Nominating Committee, the purpose of which shall be to nominate persons for election to the Commission from among the applications received. The Nominating Committee shall consist of eight (8) persons, and members shall normally serve for two consecutive years. The Chair, in consultation with the President, shall appoint four Commissioners and four individuals from member institutions to the Nominating Committee and select the committee chair. When feasible, appointments should result in staggered terms of service in order to achieve continuity in the process. The Chair and Vice Chair of the Commission may not serve on the Nominating Committee. The Nominating Committee will be chosen to represent the broad interests of the Commission's member institutions. The names of individuals appointed to the Nominating Committee shall be promptly reported to the member institutions by the Commission.

## **Section 4. Solicitation of Commission Applicants**

The Commission shall notify the members of the Nominating Committee of the number and types of Commissioners to be selected and of any special considerations pertaining to such vacancies.

Category 1. As prescribed in Section 1, notice shall be given to the region. Nominations will be gathered at the ACCJC office and forwarded to the Nominating Committee.

Category 2. The President shall contact the appointing body at the time of an opening.

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<sup>3</sup> The ACCJC Office will maintain a list of interested parties.

The notification will list the number and nature of any positions to be filled and solicit nominees for the projected vacancies. To be considered, the nominations must be returned by the date and time established by the Commission. Members of the Nominating Committee are ineligible for nomination to the Commission while serving on the Nominating Committee.

The Nominating Committee shall review the nominees' qualifications and shall prepare a slate of candidates, with one candidate being recommended for each available position. In reviewing applications and preparing the slate, the Nominating Committee shall consider the need to meet the membership requirements of the Commission as outlined in Article III of the Bylaws, as well as the following considerations:

- Representatives from the entire area served by the ACCJC, including California, Hawai'i, Guam, American Samoa, the Republic of the Marshall Islands, the Federated States of Micronesia, the Republic of Palau, and the Commonwealth of the Northern Marianas.
- Diversity in institutional characteristics, such as mission, size, geography, and location
- Diversity in personal characteristics, such as ethnicity and gender, and in specialized professional experience.

The Committee may not nominate applicants from institutions that already have a sitting Commissioner and will not nominate two applicants from the same institution. When the Nominating Committee has concluded its work of preparing a slate of candidates, it will send this slate to the chief executive officers of the member institutions for their review. It must be clear that this slate is not the formal ballot.

#### **Section 5. Nominations At Large**

The notice to the chief executive officers informing them of the slate of the Nominating Committee shall also include a notice of the right of the chief executive officers to nominate candidates on an at-large basis for the vacant positions on the Commission within the time frame established by the Commission. To be added as an at-large candidate, a candidate must have the written endorsement of ten (10) or more chief executive officers. An at-large candidate may not be placed on the ballot if a sitting Commissioner is from the same institution or if the nominating committee has recommended an applicant from the same institution for a different position on the Commission. Chief executive officers should also be mindful of the desired diversity in institutional and personal characteristics of Commissioners in nominating at-large candidates. If an At-Large candidate is successful in obtaining the requisite signatures and is otherwise qualified to be a candidate, the Nominating Committee will place the At-Large candidate on the ballot, along with the candidate's biographical information, as an addition to the slate, provided that doing so does not result in a total of more than twenty-five (25) Commissioners. The ballot will provide for a yes/no vote and an at-large candidate receiving more than 50% positive votes will be elected.

#### **Section 6. Election**

The ACCJC shall send a ballot to the chief executive officer of each member institution that shall include the slate from the Nominating Committee, which includes the current Commissioners seeking reelection, and any at-large candidates. Each chief executive officer shall be asked to vote for or against the entire slate and a yes/no vote for any qualified at-large candidates. To be considered, ballots must be returned to the ACCJC office within the time frame established by the Commission as specified with the ballot materials. Ballots may be submitted to the office by email as a PDF attachment, by fax, or by US Postal Service. Staff will stamp the ballot with the date and time of its arrival in the office. Ballots

received after the cutoff date and time will not be counted. Ballots shall be handled by the ACCJC executive staff in a manner to preserve, insofar as practicable, the privacy of persons voting and the institutions they represent. Measures shall be taken by the executive staff to ensure the validity of all ballots. The executive staff shall be responsible for the preservation of ballots and tally sheets, which shall be preserved for a period of one hundred eighty (180) days after the election is announced, absent a challenge to an election, in which case the ballots shall be preserved until the challenge is resolved. A challenge to the election results can be brought by any chief executive officer of a member institution. Any challenge to the election results must be received by the Chair of the Commission within fourteen days after the announcement of the election results. The Chair shall refer the challenge to the Nominating Committee, which shall have the authority to take whatever steps it considers appropriate to make a final decision on the matter.

### **Section 7. Counting the Ballots**

The counting of the ballots shall take place at the ACCJC offices and shall be conducted by the executive staff and, when feasible, one member of the Commission. The results of the election shall be announced as soon as practicable thereafter. Every effort shall be made to complete the election process by mid-May.

## **ARTICLE V COMMISSION MEETINGS**

### **Section 1. The Time and Place**

The Commission shall meet in regular session twice each year to consider the accredited status of institutions evaluated since the previous meeting and to address such policy and organizational business as shall come before it. Written notice of the time and place of meetings and a preliminary agenda shall be sent to the chief executive officer of each member institution and posted on the ACCJC website, normally 45 days prior to the date of each meeting. At its discretion, the Commission may schedule such additional meetings as it deems necessary.

### **Section 2. The Agendas**

The Commission conducts its responsibilities through two different bodies: the Board of Directors (as delineated in Article VI, below) and the ACCJC Commission, though both bodies are comprised of the same persons, thus often (and hereinafter) referred to as “the Commission.” The Board of Directors oversees the operations of the corporation, while the Commission makes decisions about the accredited status of member institutions.

Consideration of the accredited status of institutions and other confidential matters concerning member institutions will take place in closed session, with only Commissioners and staff participating. The Commission may invite representatives of the institution and the visiting team chair to participate in closed session discussion when the institution’s case is being considered and invited to leave when Commission’s action is being discussed.

ACCJC personnel matters and other matters at the discretion of the Chair will be considered in Executive Session, with only the Commissioners participating. The Commission may invite the President and/or staff members to participate in Executive Session discussion.

All institutional policy adoptions or revisions being considered for Commission approval as first or second readings, and all language revising Accreditation Standards, shall be considered in open session of the Commission prior to the Board of Directors taking action on the matter. In addition,

following a first reading, proposed revisions to policies and Accreditation Standards shall be posted on the ACCJC website with an invitation for members to send comments to the ACCJC office, which will be brought forward for consideration by the Commission when taking final action. Attendees at open sessions are provided the opportunity to address the Commission in accordance with the Commission Policy on Access to Commission Meetings.

### **Section 3. Minutes**

The Commission shall maintain minutes of all of its meetings, including for its standing and ad hoc committees. Minutes of the board convened in executive sessions will be taken by the Secretary-Treasurer of the Commission and retained in a confidential location. The Commission Chair, in consultation with the President, shall designate those subjects that are to be discussed in executive, closed, and open sessions.

### **Section 4. Operational Policies**

From time to time, the Commission may adopt, amend, or repeal policies that deal with the internal operation of the ACCJC and its staff. Action on such policies may take place at any Commission meeting, in closed session, and do not require two readings. Operational policies in this Section refer to practices and protocols internal to the operation of the agency and do not impact member institutions or their review process.

## **ARTICLE VI THE BOARD OF DIRECTORS**

### **Section 1. Composition of the Board of Directors**

The Board of Directors shall at all times consist of those individuals elected to the Commission pursuant to Article III.

### **Section 2. Authority and Responsibility of the Board of Directors**

The direction and management of the affairs of ACCJC and the control and disposition of its properties and funds shall be vested in the Board. All powers, duties and functions of ACCJC, conferred by the Articles of Incorporation, these Bylaws, state statutes, common law and otherwise, shall be exercised, performed, or controlled by the Board. The Board shall determine ACCJC's policies or changes therein and supervise the management of funds. The Board of Directors also hires and participates in evaluating the President of ACCJC.

The Board may adopt, by majority vote, such rules and regulations for the conduct of its business and the business of ACCJC as shall be deemed advisable, and may in the execution of its duties, delegate its authority to an executive committee. Under no circumstances, however, shall any actions be taken by the Executive Committee which are inconsistent with the Articles of Incorporation and these Bylaws, and the fundamental and basic purposes of ACCJC, as expressed in the Articles of Incorporation and these Bylaws.

### **Section 3. Vacancies, Resignations, and Removals**

A board position will become vacant when the director filling such position ceases to be a Commissioner, regardless of the reason. Procedures and processes relating to resignation, removal, or other reasons which will cause a position to become vacant on the Commission and on the Board, are



defined under Article III, Sections 3 and 4.

#### **Section 4. Quorum**

The majority of the Board (not counting any board positions that are vacant) shall constitute a quorum for the transaction of business, except in no instance may a quorum be less than one-fifth of the currently serving number of directors. Every action taken by a majority of the directors present at a meeting held at which a quorum is present shall be regarded as the act of the Board, subject to the provisions of the Nonprofit Corporation's Law (California Corporations Code, § 5000 et. seq.). A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of any director, if any action thereafter taken is approved by at least a majority of the quorum required for the meeting. A majority of the directors present, regardless of whether a quorum is present, may vote to adjourn a meeting. This section also applies to meetings of the Commission under Article V.

#### **Section 5. Minutes**

The Board shall maintain minutes of all of its meetings and proceedings including for its standing and ad hoc committees. Minutes of the board convened in executive sessions will be taken by the Secretary-Treasurer of the Commission and retained in a confidential location. The meetings of the Board may take place concurrently with meetings of the Commission or separately, at the discretion of the Board, but the minutes of Board meetings shall be maintained separately.

#### **Section 6. Agenda**

The Board Chair, in consultation with the President, shall decide the Board's agenda. The Board's business shall include all matters which require Board action or review. The responsibilities of the Board include the review and acceptance of ACCJC's annual audit, review and approval of ACCJC's annual budget, review and approval of any internal operational policies, review of ACCJC's investments and reserves, receipt of reports from the Executive and other committees concerning matters that do not involve Accreditation Matters, review of ACCJC's relationship with vendors, including its banking relations, review and approval of any leases for space or other significant contracts, approval of any loans or lines of credit, personnel issues that require board review, periodic evaluation of its President, review of ACCJC's insurance policies, and such other matters involving the policy or direction of ACCJC that are referred to it. Board meetings will be conducted in Executive Session.

### **ARTICLE VII OFFICERS**

#### **Section 1. Officers**

ACCJC shall maintain the following elected officers: A Chair, a Vice Chair, and a Secretary/ Treasurer who shall, together with the Immediate Past Chair, comprise the Executive Committee. These positions shall be held by different members of the Board. Members are eligible for election to these offices following two years of membership. The regular two-year term of an elected officer will begin on July 1 and will end on June 30. Additionally, ACCJC will retain a President who shall serve as the Chief Executive Officer. The President shall serve at the pleasure of the Board. The President shall be an ex officio, non-voting member of the Executive Committee.

## **Section 2. Selection of Officers**

The position of Chair is filled by the succession of the Vice Chair. The Vice Chair is elected by the Board and succeeds to the office of Chair when the Chair's term of service is concluded. The Vice Chair then serves a two-year term as Chair. No member of the Board may serve as its Chair for longer than three consecutive years. Should a Chair, for any reason, not complete a full term of service, the Vice Chair may succeed to no more than twelve months of an unexpired term, followed by his or her two-year term. When a vacancy occurs in the Vice Chair position, an election to fill that office must be initiated within 45 days of the position becoming vacant.

Nominations for Vice Chair and Secretary/Treasurer are normally solicited from the Directors in advance of the January session and confirmed by a vote of the members at the January session prior to the end of the Chair's term. Prior to the scheduled vote, each nominee must submit a statement of no more than 500 words explaining why he or she is seeking the office. The statement is distributed to the full Board prior to the vote. Voting is conducted through a secret ballot submitted to the ACCJC executive staff. Ballots shall be counted by the executive staff and, when feasible, one member of the Commission. The results are to be announced to the entire Board at the January Commission meeting.

The Secretary/Treasurer shall be elected by the Board and shall serve for a two-year term. The Secretary/Treasurer can serve for multiple terms. As with the Chair and Vice Chair, if the two-year term of the Secretary/Treasurer extends beyond the expiration of a normal term of service as a Commissioner, the Secretary/Treasurer may complete the elected term as an officer. The Secretary/Treasurer shall be a member of the Board who possesses the appropriate budget, finance, and/or audit knowledge, skills, and ability to oversee financial matters.

Officers are expected to serve in several capacities. The Chair serves as a voting member of the Budget Committee and the Policy Committee, and serves as Chair of the Executive Committee. The Vice Chair serves as a voting member of the Executive Committee, and the Committee on Substantive Change, and may serve as the Substantive Change Committee's chair. The Secretary/Treasurer serves as the chair of the Budget Committee, is a member of the Audit Committee, and serves as a voting member of the Executive Committee.

## **Section 3. Subordinate Officers**

The Board may appoint, and may empower to appoint, such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these Bylaws or as the Board may from time to time determine.

## **Section 4. Removal and Resignation of Officers**

An officer may resign at any time by giving written notice to the Chair. An officer may be removed, either with or without cause, by the Board.

## **Section 5. Vacancies in Office**

A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws.

## **Section 6. President**

The President shall be the Chief Executive Officer of ACCJC, and the general supervision, direction, and control of the operations of ACCJC, including its business, personnel matters within the approved budget, and accreditation operations, shall reside with the President. The President shall be appointed

by the Board and shall serve at the pleasure of the Board, subject to the rights, if any, under any contract of employment.

#### **Section 7. Chair**

The Chair of the Board shall preside at all meetings of the Board and of the Commission. The Chair of the Board shall also serve concurrently as Chair of the Commission. The Chair shall exercise and perform such other powers and duties as may be from time to time assigned to him or her by the Board or as may be prescribed by these Bylaws. In the absence or incapacitation of the President, the Chair may perform the duties of the President. In that circumstance, the Vice Chair shall perform the duties of Chair.

#### **Section 8. Vice Chair**

In the absence or incapacitation of the Chair, the Vice Chair shall perform the duties of the Chair, and, when so acting, shall have all the powers of the Chair. The Vice Chair shall have such other powers and perform such other duties as from time to time may be prescribed by the Chair or by these Bylaws.

#### **Section 9. Secretary/Treasurer**

The Secretary/Treasurer shall keep or cause to be kept, at the principal executive office or such other place as the President may direct, a record of the minutes of all meetings and actions of Board with the time and place of holding, whether regular or special, (if special, how authorized), the names of those present at such meetings, and actions taken.

The Secretary/Treasurer shall give, or cause to be given, notice of all meetings of the Commission and shall have such other powers and perform such other duties as may be prescribed by the Board or these Bylaws.

The Secretary/Treasurer shall examine the budget, schedule of dues/fees, financial condition of ACCJC, and shall regularly review operational revenue and expenditures. The Secretary/Treasurer shall work with the Budget Committee and Audit Committee to review and recommend all financial related matters to the Board.

### **ARTICLE VIII COMMITTEES**

The Executive Committee shall be comprised of the Chair, the Vice Chair, the Secretary/Treasurer, and the Immediate Past Chair. The Executive Committee shall oversee the evaluation of, and recommend compensation for, the President, and shall serve as advisors to the President between the Board meetings.

The Board shall be served by such standing and ad hoc committees as they create. Ad hoc committees may be created at the discretion of the Chair; their creation, functions, and authority must be ratified by a majority vote of the Board at the first Board meeting following the creation of the ad hoc committee.

Standing committees shall be authorized by a simple majority of the Board and may be dissolved by the same margin of the Board. The Board may charge a standing committee with authority to act on its behalf, to the extent permitted by federal law.

Members and chairs of all committees are appointed by the Chair in consultation with the President, and in accordance with these Bylaws. They serve one-year terms, beginning on July 1 of each year, and

may be reappointed.

Standing committee membership must primarily be Commissioners and must include both academic representatives and administrative representatives and at least one seventh of the committee membership must be public members. The committee chair may request that qualified persons other than Commissioners be appointed to serve on standing or ad hoc committees as non-voting members to provide additional resources and expertise. Efforts should be made to distribute standing committee membership broadly among the Board members. Current standing committees of the Commission are the Audit Committee, the Budget Committee, the Substantive Change Committee, the Policy Committee, the Educational Programming Committee, Eligibility Committee, the Nominating Committee, and the Evaluation and Planning Committee. The Commission has charged the Substantive Change Committee with authority to act on its behalf on substantive change requests. The Commissioner Nominating Committee is constituted at regular intervals, and as needed, as described in Article IV, above, and serves for the duration of its assigned tasks. Committees need a quorum to conduct business. A quorum consists of a majority of Commissioner members.

## **ARTICLE IX BOARD PROCEDURES**

### **Section 1. Executive Committee Actions**

The Executive Committee is authorized to act for the Board between meetings on any and all matters that would appropriately come before the Board and where action prior to the next Board meeting is necessary. All actions taken by the Executive Committee shall be reported to the Board at its next meeting, or earlier as appropriate.

### **Section 2. Alternate Means of Taking Action**

At the call of the Chair, actions on institutions or institutional policy required or permitted to be taken at a meeting of the Board may be taken without a meeting. Such call for action shall include the reasons and shall describe the means by which the action will be taken, whether in writing, electronically, or other means. The action must include a statement of consent by voting Board members for the action to be taken without a meeting. The action taken without a meeting must pass by a two-thirds vote of the Board then in office. The substance of the Board's actions must be filed with the minutes of the proceedings of the Board.

### **Section 3. Amendments to Bylaws**

These Bylaws may be amended by telephone, mail, or electronic ballot processes by a simple majority vote of the Board after the proposed amendments have been circulated among the Board members for at least two weeks before the vote is taken. If the vote is taken without the amendments being circulated among the Board members for the full two-week period, then all Board members must individually consent, in writing or by email, to that action for it to take effect.

### **Section 4. Other Action without a Meeting**

The Chair, with the approval of the Executive Committee, may call for any other action that is required or permitted to be taken by the Board, to be taken without a meeting of the Board. In such cases, the Chair will specify the alternative means by which the will of the Board may be ascertained, such as by email or conference call. Such action shall have the same force and effect as a vote of the Board at a meeting. The outcome of such a vote shall be filed with the minutes of the proceedings of the Board.

**ARTICLE X  
LEGAL EXPENSES REIMBURSEMENT**

In the event, and in instances when ACCJC is not a party to litigation, that ACCJC receives criminal or civil inquiries, including subpoenas, deposition notices or other discovery requests related to institutions which are applicants to ACCJC, accredited or granted candidacy for accreditation by ACCJC, or which have been previously accredited by ACCJC, then the institution that is related to the request will be responsible for reimbursing ACCJC for all costs associated with responding to the subpoena, deposition notice or other discovery request, including the reasonable cost of legal counsel, staff time, and associated costs such as travel and making copies. In addition, the institution will be responsible for the legal fees and related expenses associated with legal review of proposed memoranda of understanding, contractual agreements with other institutions or other issues arising from the accreditation process, including substantive change.

**ARTICLE XI  
STANDING RULES**

Robert's Rules of Order shall govern all meetings of the Board and its committees, except in the case where ACCJC has adopted standing rules, in which case these rules shall take precedence over Robert's Rules of Order.

**ARTICLE XII  
INDEMNIFICATION**

The Accrediting Commission for Community and Junior Colleges (ACCJC) does hereby grant indemnification to any officer, director, commissioner, or other agent, or former officer, director, including but not limited to ACCJC's employees and team members, for claims or actions asserted against said person arising out of acts or omissions alleged to have occurred in connection with, or as a result of his or her activities as an officer, director, commissioner, employee, or agent, of ACCJC, to the fullest extent permitted by law, provided however, as follows:

- a. When any claim or action is asserted or threatened to be asserted, as described in such statutes, the person requesting indemnification must give timely notice thereof to the President of ACCJC; and
- b. ACCJC must approve of the law firm that will defend that person in such claim or action.

Indemnification shall be provided herein only to the extent that valid and collectible insurance coverage under all existing policies of insurance held by ACCJC has been exhausted.

**ARTICLE XIV  
AMENDMENTS**

**Adopted January 2013; Amended: May 2013, October 2013, January 2014, March 2014, June 2014, January 2015, June 2015, November 2015, February 2016, June 2016, March 2018, January 2019**