

**BYLAWS**  
**OF**  
**THE COUNCIL FOR THE ACCREDITATION OF EDUCATOR PREPARATION,**  
**INCORPORATED**  
(a District of Columbia Nonprofit Corporation)

**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.

**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.

**ARTICLE III – POWERS**

**Section 3.01 Powers.** In furtherance of its objectives, CAEP shall have the following specific powers, in addition to the powers granted to it under law:

1. Directly and through affiliated membership organizations, of which CAEP is the sole member (“Affiliates”), to develop and promulgate (a) standards and processes for the accreditation of organizations that prepare educators for licensure in P-12 fields (“Education Preparation Providers” or “EPPs”), and (b) a choice of equally rigorous procedures for reviewing, evaluating, and accrediting those EPPs inside and outside the United States, in accordance with those standards and processes;

2. To perform those reviews and evaluations and grant those accreditations;
3. To publish those reviews, evaluations, and accreditations;
4. 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 with which CAEP and/or Affiliates have partnership agreements with information requested for use in their own approval and recognition processes;
5. To support the work of its Members (as defined below) in assuring and promoting the high quality of specialty preparation for P-12 professional educators;
6. To present the views of its Members to other organizations, institutions, agencies, and the general public;
7. To collect and disseminate statistics and other information related to the preparation of P-12 professional educators;
8. To conduct, commission, and assist in research and special projects on topics of interest;
9. To sponsor meetings, conferences, workshops, and symposia;
10. To conduct promotional activities, including advertising and publicity;
11. To confer appropriate recognitions and awards; and
12. 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 - MEMBERS**

**Section 4.01 Members.** All members of CAEP, the National Council for Accreditation of Teacher Education, Inc. (“NCATE”), or The Teacher Education Accreditation Council, Incorporated (“TEAC”) in good standing on July 1, 2013, except EPPs and except NCATE and TEAC themselves as corporate entities, are the Members of CAEP and considered as such in the records of CAEP, unless they notified CAEP that they do not wish to be Members. Thereafter, educational organizations, states, and other agencies or parties that are committed to CAEP’s

mission and strategic plan and commit themselves to support them, as determined by CAEP, may become or continue as Members, upon such application and acceptance process as may be established by CAEP.

**Section 4.02 Terms of Membership.** Members hold renewable annual terms of membership. Any membership may be terminated by the Board at any time for good cause, as determined by the Board, including failure to pay annual dues by June 30 of each year or a determination by the Board that the membership is no longer consistent with CAEP's mission and strategic plan.

**Section 4.03 Liability to Third Parties.** The Members shall not be, as such, liable for the acts, debts, liabilities, or obligations of CAEP.

**Section 4.04 Dues and Fees.** Dues for Members may vary by Member and shall be determined by the Board.

**Section 4.05 Meetings.** There shall not be a regular meeting of the Members. The Board may call special meetings of the Members at any time upon thirty (30) days written notice. Members may not call meetings, except to the extent required by the D.C. Nonprofit Corporation Act of 2010 ("Act"), in which case the holders of at least twenty-five percent (25%) of all the votes entitled to be cast on such an issue proposed to be considered at the proposed special meeting must sign, date, and deliver to the Board one or more demands in a form required by law and satisfactory to the Board, describing the purpose for which it is to be held.

**Section 4.06 Voting.** The Members shall not have the right to vote on any matter, except those expressly required by the Act.

**Section 4.07 Notice.** Except as otherwise provided in these Bylaws, whenever notice is required to be given to any Member, it may be given either personally or by sending a copy by first-class or express mail (postage pre-paid), e-mail, facsimile transmission, or courier service (charges prepaid), to the address (or the e-mail address or facsimile number) appearing on CAEP's books. Notice shall be effective when sent or dispatched.

**Section 4.08 EPPs.** Although EPPs accredited by CAEP and/or Affiliates are not Members of CAEP, they are very important to it. CAEP shall assist such EPPs to hold a meeting annually for the discussion of topics of interest on a date, time, and place set by the Board. The Board may authorize the President to set reasonable registration fees for attendance at such meetings.

**Section 4.09 Member-Governed Corporation.** CAEP shall not be a member-governed corporation under §401.50 of the Act.

## ARTICLE V - BOARD OF DIRECTORS

**Section 5.01 Powers.** The affairs, activities, and policies of CAEP shall be managed by or under the direction of its Board of Directors (“Board”). In furtherance, but not in limitation, the Board shall:

1. Make policy for CAEP;
2. Elect the directors of the Board (“Directors”) to the extent permitted by applicable law, appoint the Officers (as defined below), and appoint the chairs and other members of its committees and the Chair of its Accreditation Council (as defined below);
3. Elect the directors of Affiliates, which under the organizational documents of such Affiliates or applicable law are to be elected by CAEP as the sole member;
4. Review the activities and performance of CAEP and Affiliates, its Commissions (as defined below), its Accreditation Council, and any other accrediting bodies maintained by CAEP or Affiliates, but not individual accreditation decisions;
5. Review and approve the annual budget of CAEP and Affiliates and establish budget procedures and provide for and review an annual independent audit of CAEP and Affiliates’ financial books and records; and
6. Approve the Chair’s recommendations for the agendas, times, and places for the Board’s meetings.

Procedural matters included in the foregoing, and other matters specified by the Board, may be handled by consent agenda, following recommendation by the Executive Committee.

**Section 5.02 Composition.** The number of Directors shall be fixed at twenty (20), consisting of the President *ex officio*, the chairs of the **Selected Improvement Commission** (as defined below) and the Inquiry Brief Commission (as defined below)( “**SI** and IB Commission Chairs”) *ex officio*, and seventeen (17) additional Directors, all of whom shall be entitled to vote on Board matters. To assure participation of all sectors of the profession and other interested parties, including the Public and At Large, in the governance of CAEP, the Directors, with the exception of the President (as defined below), shall be affiliated with Members or EPPs accredited by CAEP or Affiliates or seeking such accreditation as follows (it being understood that each of the CI and IB Commission Chairs shall be included in their respective categories):

1. Eight (8) Directors designated by the Board as from the Postsecondary Expertise sector of the profession, distributed as follows: one (1) provost/chancellor/president, four (4) other teacher educators, two (2) from specialized professional associations, and one (1) from other scholarly societies.

2. Eight (8) Directors designated by the Board as from the P-12 Practitioner, Employer, or Policy Maker sector of the profession, distributed as follows: four (4) teachers, one (1) administrator, and three (3) chief state school officers/other state officials.

3. Three (3) Directors designated by the Board as from the Public and At Large sector.

Except as otherwise specifically provided by law or these Bylaws and to the extent reasonably practicable, the Board shall maintain a similar proportional representation, as nearly as possible, in the selection of Officers and Board committees. For the Board, recommendations for certain seats shall be accepted only from the designated Member specified as follows:

- American Association of Colleges of Teacher Education: one (1) Postsecondary Expertise sector seat designated for other teacher educators, which may be for one of its own officers;
- American Federation of Teachers: one (1) P-12 Practitioner, Employer, or Policy Maker sector seat designated for teachers, which may be for one of its own officers;
- Council of Chief State School Officers: three (3) P-12 Practitioner, Employer, or Policy Maker sector seats designated for chief state school officers/other state officials, which may be for its own officers; and
- National Education Association: two (2) P-12 Practitioner, Employer, or Policy Maker sector seats designated for teachers, which may be for its own officers.

Such organizations shall be entitled to recommend persons for the specified seat(s) only for so long as they are Members. The Nominating Committee (as defined below) shall determine how many names these organizations shall submit for each such seat.

Additional candidates for any seat may be nominated in writing by any three (3) Directors or five (5) Members, no less than thirty (30) days before the scheduled election date.

As long as CAEP chooses to be recognized by the U.S. Department of Education (“USDEd”) and/or the Council for Higher Education Accreditation (“CHEA”), it shall comply with any applicable requirements of USDEd 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 5.03 Election and Term of Directors.** Directors shall be elected by a Majority Vote (as defined below). The Directors (other than the President and the **SI** and IB Commission Chairs, whose terms of office as *ex officio* Directors shall derive from their terms in those offices) shall be divided as evenly as possible into three (3) Classes: Class I, Class II, and Class III. The initial Class I Directors under these Bylaws shall serve a term of one (1) year, the initial Class II Directors shall serve a term of two (2) years, and the initial Class III Directors shall serve a term of three (3) years. Otherwise, classified Directors shall hold office for a term of three (3) years and until the Director's successor has been elected and qualified or until earlier resignation or removal, except that a Director elected to fill a vacancy shall be elected for the unexpired term of the Director's predecessor. At each annual meeting of the Board after the initial election of such classified Directors, a majority Vote shall elect or re-elect Directors to succeed those Directors whose terms of office shall expire. Except as specifically provided above, such successor Directors shall be so elected from a slate of candidates prepared by the Nominating Committee. With the exception of the President and the **SI** and IB Commission Chairs, no Director may serve more than two (2) consecutive three-year terms (it being understood that an initial term of one (1) or two (2) years to facilitate the classification of the Board shall not be considered a three-year term for purposes of this provision). In the case of failure to hold an annual meeting to elect or re-elect Directors, the Directors whose terms of office shall expire shall hold over until their successors are elected and qualified. Directors need not be residents of the District of Columbia.

**Section 5.04 Vacancies.** Any vacancy occurring in the Board, including by reason of an increase in the number of Directors, may be filled by a Majority Vote.

**Section 5.05 Removal.** A Director may be removed for cause at any time by a Majority Vote.

**Section 5.06 Resignations.** 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 5.07 Quorum and Votes Required for Action.** Unless a greater proportion is otherwise required under these Bylaws or applicable law, a majority of the Directors then in office shall constitute a quorum for the transaction of business. Except as otherwise provided herein or by applicable law, a proposition approved by a majority vote of the Directors then in office ("Majority Vote") shall be the act of the Board.

**Section 5.08 Meetings.** Regular meetings of the Board shall be held at such places and times as it may designate. There shall be at least one such regular meeting each year ("Annual Meeting").

Special meetings of the Board may be called by or at the request of the Chair, the President, or a majority of the Directors then in office. The purpose of the special meeting shall be stated in the call. At least fifteen (15) days' notice of the place and time for any regular or special meeting shall be given to each Director by the Secretary.

**Section 5.09 Notice.** Except as otherwise provided in these Bylaws, whenever notice is required to be given to any Director, it may be given either personally or by sending a copy by first-class or express mail (postage prepaid), e-mail, facsimile transmission, or courier service (charges prepaid), to the Director's address (or to the Director's e-mail address or facsimile number) appearing on CAEP's books. Notice shall be effective when sent or dispatched.

**Section 5.10 Waiver of Notice.** Any Director may waive the right to receive timely notice of any meeting, either before or after the time for notice. A Director'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 Board need be specified in the waiver.

**Section 5.11 Written Action by Directors; Meetings by Electronic Means.** Any action by the Board may be taken without a meeting, if consent in writing, setting forth the action, shall be signed by all Directors. Such consent shall have the same force and effect as a unanimous vote. The signed documents setting forth such consent by all Directors shall be filed with the Board minutes. Except as otherwise specifically required by law or these Bylaws, Directors may participate in a meeting of the Board 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.

**Section 5.12 Compensation of Directors.** CAEP shall not pay any compensation to Directors for services rendered to CAEP in that capacity, except that Directors may be reimbursed, in reasonable amounts, for expenses incurred in the performance of their duties as Directors. Subject to Board approval, Directors may also perform services for Affiliates in one or more other capacities and may receive compensation for their performance, if such services are reasonable and necessary to carry out CAEP's exempt purposes and such compensation is reasonable.

**Section 5.13 Annual Report.** The Treasurer shall present at the annual meeting of the Board a written report of CAEP's and Affiliates' financial activities for the preceding year. The report, which may be a consolidated report for all of them, shall conform to accounting standards

promulgated by the American Institute of Certified Public Accountants and shall include a statement of support, revenue, expense, and changes in fund balances, a statement of functional expenses, and balance sheets for all funds. Each such annual report must be approved by the Board upon recommendation of the Executive Committee. It shall then be filed with CAEP's records and duly noted in the minutes of the meeting.

**Section 5.14 Financial Records.** CAEP's annual reports relating to its financial activities shall be kept at its principal office for at least three (3) years following the close of each fiscal year and shall be available to the public for inspection and copying there during normal business hours.

**Section 5.15 Committees.** The Board shall elect the membership of the standing committees listed below and their chairs. Annually, unless otherwise specified, the Board shall provide each committee with its charge for the year, consult with each of them on the number of members that it needs to carry out that charge, and determine and report to the Nominating Committee the number of members needed. The President shall assign to each committee the number of Staff (as defined below) required to carry out the responsibilities specified in these Bylaws and the charge. The terms of office of their initial members under these Bylaws shall be divided as evenly as possible into three (3) equal groups of one (1), two (2), and three (3) years. Afterwards, the Board shall fill any vacancies annually by electing individuals for three (3) year terms, renewable once. Unless otherwise specified, each committee shall have at least one (1) Director as a member and liaison to the Board. Each committee shall have the duties assigned by these Bylaws and the Board, but no such committee shall have any power or authority to amend any Bylaw. The designation and appointment of any committee and the delegation to it of authority shall not operate to relieve the Board, or any individual Director, of any responsibility imposed upon the Director(s) by law. Any member of a committee may designate one or more persons as alternates, who may replace such member when absent from any meeting of the committee, in all cases subject to the approval of the chair of such committee; provided, however, that in no event shall any person other than another Director be designated as an alternate to serve on the Executive Committee. Unless otherwise provided, the Chair and President may attend all committee meetings.

Except as otherwise provided in these Bylaws, the standing committees shall be:

**A. Executive Committee:** The Executive Committee shall consist of the Officers (as defined below) and the **SI** and IB Commission Chairs. The Executive Committee shall have the authority to make decisions on behalf of the Board on administrative matters and time-critical matters that arise between Board meetings. It shall also evaluate the performance and set the compensation of the President, oversee CAEP's and Affiliates' financial operations, approve new Members, and handle complaints not involving accreditations. The President shall excuse

himself or herself when his or her own performance and compensation is discussed by the Executive Committee, except when the Executive Committee wishes to discuss these matters with her or him. The Executive Committee shall be the only committee of the Board that has and may exercise the authority of the Board in the governance of CAEP. The Executive Committee shall, annually and whenever else needed, solicit recommendations from Members and EPPs accredited by CAEP and/or any Affiliate and present to the Board a slate for all vacancies on the Nominating Committee.

***B. Nominating Committee:*** The Nominating Committee shall consist of nine (9) persons. Annually and whenever else needed, it shall issue a general call for service in CAEP and otherwise recruit qualified individuals. In particular, it shall solicit recommendations from Members, and EPPs accredited by CAEP or any Affiliate and present to the Board a slate for the election or re-election (whether at the Annual Meeting, to fill one or more vacancies, or otherwise) of Directors, Officers, chairs and other members of committees other than itself, and Chair of the Accreditation Council. 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. The Nominating Committee shall also assist the Commissions of its Affiliates in filling vacancies in their members and chairs. To the extent reasonably practicable, but subject to the requirements of Section 3.02, the Nominating Committee shall attempt to involve all Members actively in CAEP by supporting the service of at least one person recommended by each of them on the Board or one of its committees, unless such a person is already serving on a Commission. The Chair and the President may attend meetings of the Nominating Committee, except when their own names are discussed. Members of the Nominating Committee shall similarly excuse themselves when their own names are discussed, unless the Nominating Committee wishes to discuss that matter with them.

***C. State Partnership and Content Areas Committee:*** The State Partnership and Content Areas Committee shall consist of such number of individuals as may be determined by the Board. The Board shall also specify the number of individuals who shall be state education officials or from specialized professional organizations. The State Partnership and Content Areas Committee shall develop policies for CAEP's and Affiliates' partnership agreements with the states, such as requirements for the participation of state representatives in their site visits; review and approve such agreements on the basis of those policies, when referred to it by the President; develop policies and procedures for reviewing specialty area studies, both in support of such reviews by member scholarly societies and directly; and generally develop and oversee CAEP's and Affiliates' role in the review of such studies. The State Partnership and Content Areas Committee's actions shall constitute recommendations to the Board.

***D. Accreditation Standards and Policy Committee:*** The Accreditation Standards and Policy Committee shall consist of such number of individuals who are also commissioners or

former commissioners as may be determined by the Board. The Accreditation Standards and Policy Committee shall periodically review CAEP's accreditation standards and policies recommend to the Board any changes that such committee may consider appropriate.

***E. Research Committee:*** The Research Committee shall consist of such number of individuals as may be determined by the Board. The Research Committee shall review and promote research on P-12 professional educator preparation and the effectiveness of CAEP and Affiliates in achieving their mission. The Research Committee shall review requests from outside researchers for access to CAEP's and Affiliates' information for their research. It shall also conduct the Board's review of accreditation activities and performance under Section 3.01, including the Commissions' recommended findings of satisfaction of CAEP standards, to insure equal rigor of the options offered by them.

***F. International Committee:*** The International Committee shall consist of such number of individuals, not less than five (5) or more than twelve (12), as may be determined by the Board. Its members shall be qualified for such service by ability and/or experience, such as extensive experience in the international arena (not just academic scholarship), familiarity with accreditation and/or quality assurance, and fluency in a language other than English. The International Committee shall develop and propose to the Board policy for CAEP's and Affiliates' activities outside the United States.

The Board may establish and appoint other standing or special committees, as it deems appropriate.

The members of any committee may participate in a meeting of the committee by means of conference telephone, video conferencing, or similar technology, by the use of which all persons participating in the meeting can communicate with each other at the same time, and such participation shall constitute presence in person at the meeting.

**Section 5.16 Standard of Conduct.** To the extent required by law, in discharging Board duties, Directors shall disclose information to the Board that is material to the discharge of the Board's decision-making or oversight functions, provided however, that disclosure is not required to the extent that the Director reasonably believes that disclosing would violate a duty imposed by law, a legally enforceable obligation of confidentiality, or a professional ethics rule.

## **ARTICLE VI - OFFICERS**

**Section 6.01 President of the Corporation.** The President shall be Chief Executive Officer (“CEO”) and shall have general supervision over the activities and operations of CAEP, subject to the control of the Board. Without limiting the foregoing, the President may (a) execute and acknowledge, in the name and on behalf of CAEP, contracts or other instruments; (b) appoint members of advisory committees; (c) attend, or designate an Officer or staff member to attend, Accreditation Council or Commission meetings in a nonvoting capacity; and (d) perform such other duties as are incident to the office of President. The President may validly identify himself or herself in the official documents and actions of CAEP as President and/or Chief Executive Officer. 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 6.02 Other Officers.** The other officers shall be a Chair, a Vice-Chair, a Secretary, a Treasurer, a Chair of the Nominating Committee, 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 in no event shall the President and the Treasurer be the same person.

**A. Election and Term of Office.** Only Directors shall be eligible to serve as Other Officers. Other Officers shall be elected by the Board for a term of two (2) years and until their successors have been elected and qualified, but the term may not exceed the Other Officer’s term as a Director. The number of consecutive terms that an Other Officer may serve is unlimited, provided that the Other Officer is serving on the Board. The election of an Officer shall not of itself create contractual rights.

**B. Powers and Duties of Other Officers.** Subject to the control of the Board, all Other Officers as between themselves and CAEP shall 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 items 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. 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 6.03 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 6.04 Removal.** Any Officer may be removed for cause at any time by a Majority Vote (as defined below); provided, however, that removal of an Officer shall be without prejudice to the Officer's contractual rights, if any.

**Section 6.05 Vacancies.** A vacancy in office may be filled for the unexpired portion of the term by a majority Vote.

**Section 6.06 Standard of Conduct for Officers.** 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 VII – ACCREDITATION COUNCIL

**Section 7.01 Purpose.** An accreditation council (the “Accreditation Council”) is hereby established. The 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 final decisions to grant or withhold accreditation, based upon CAEP standards and a Commission’s recommendation, certify whether the Commission followed CAEP’s and the Commission’s policies and procedures in making its recommendations, and handle complaints involving accreditations. Those decisions and any appeals from them shall be independent of any accreditation decisions and appeals regarding the same EPPs by any Affiliate, except that the Accreditation Council shall have the regard for the actions of Affiliates required by USDEd.

**Section 7.02. Composition of Council.** All members of Commissions shall be *ex officio* voting members of the Accreditation Council. Its Chair shall also be a voting member. As long as CAEP chooses to be recognized by USDEd and/or CHEA, it shall comply with any applicable requirements of USDEd and/or CHEA, including those for composition of the Board, particularly the proportions of educators, practitioners, and members of the public required on decision-making bodies.

**Section 7.03 Officers of Council.** The Chair of the Accreditation Council shall be elected by the Board from among its Directors who are not members of a Commission. The **SI** and IB Commission Chairs shall be *ex officio* Vice-Chairs of the Accreditation Council. In the absence of the Chair or in the event of the Chair’s inability or refusal to act, the Vice-Chairs shall perform the duties of the Chair as Co-Chairs and, when so acting, shall have all the powers of, and be subject to, all the restrictions upon the Chair.

**Section 7.04 Modifications of Council Practices.** Subject to Section 5.01, the Accreditation Council may change its policies, procedures, and practices, subject to a review and finding by the Board of continued consistency of the accreditation options offered by each Commission, except that such procedures shall include a committee structure for full review of all accreditation recommendations by the Commissions prior to their consideration by the full Accreditation Council, which committees shall include members of both the **SI** and IB Commissions. Subject to Section 5.01, a two-thirds vote of the Board is required for modification of any of the Council’s policies, procedures, number of options, or practices that was not proposed by the Council.

**Section 7.05 Council Responsibilities.** The Council shall formulate and keep up-to-date written statements of its procedures for accreditation actions.

**Section 7.06 Committees.** The Accreditation Council may establish such regular and special committees of its members as it finds appropriate for its work but shall have an Appeals Committee. The Appeals Committee is hereby established as 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 Committee shall consist of fifteen (15) members who are selected by the Accreditation Council and shall include former members of the Commissions, the NCATE Unit Accreditation Board and/or the TEAC Accreditation Committee. No Appeals Committee member shall be a current Board member or member of the Accreditation Council. The Appeals Committee shall otherwise comply with comparable provisions for Committees of the Board. 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 Committee, a majority of whom shall have formerly served on a Commission, the NCATE Unit Accreditation Board and/or the TEAC Accreditation Committee. As long as CAEP chooses to be recognized by USDEd and/or CHEA, it shall comply with any applicable requirements of USDEd 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. In no case shall an appeals panel member be appointed who was involved in the accreditation recommendation subject to appeal. The panel shall hear and finally decide the appeal pursuant to appeals procedures developed by CAEP

**Section 7.07 Quorum and Votes Required for Action.** Unless a greater proportion is otherwise required under these Bylaws or applicable law, a majority of the members of the Accreditation Council then in office shall constitute a quorum for the transaction of business. Except as otherwise provided herein, a proposition adopted by a majority vote of the members of the Accreditation Council shall be the act of the Accreditation Council.

**Section 7.08 Meetings.** Regular meetings of the Accreditation Council shall be held at such places and times as it may designate. 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 office. 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 of the Accreditation Council.

**Section 7.09 Notice.** Except as otherwise provided in these Bylaws, whenever notice is required to be given to any member of the Accreditation Council, it may be given either personally or by sending a copy by first-class or express mail (postage prepaid), e-mail, facsimile transmission, or courier service (charges prepaid) to such member’s address (or to the member’s e-mail address

or facsimile number) appearing on CAEP's books. Notice shall be effective when sent or dispatched.

**Section 7.10 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 7.11 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.

**Section 7.12 Compensation of Members of Accreditation Council.** CAEP shall not pay any compensation to members of the Accreditation Council for services rendered to 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. Subject to Board approval, members of the Accreditation Council may also perform services for CAEP or Affiliates in one or more other capacities and may receive compensation for their performance, if such services are reasonable and necessary to carry out exempt purposes of CAEP or Affiliates, and such compensation is reasonable.

## ARTICLE VIII - COMMISSIONS

**Section 8.01 Purpose.** Three Commissions shall make recommended findings of satisfaction of CAEP standards by EPPs and manage and conduct the accreditation functions of CAEP prior to such recommendations. All three Commissions shall at least use common processes to apply CAEP standards but may vary the form of submissions by EPPs and add supplemental processes. The initial names of the Commissions shall be the "Selected Improvement Commission" ("SI Commission"), the "Inquiry Brief Commission" ("IB Commission"), and the "Transformation Initiative Commission" ("TI Commission") (collectively, "Commissions"). The Commissions may adopt alternative names upon approval of the CAEP Board. Each of the Commissions 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.

**Section 8.02. Change in Number of Commissions.** The Board may create and appoint additional Commissions and, by a two-thirds vote, may disband any Commission.

**Section 8.03 Number of Commissioners and Assigned Staff and Amount of Other Resources.** The number of commissioners and CAEP staff and the amount of other resources assigned to each Commission shall be sufficient to provide for the expected number of accreditation cases each year.

**Section 8.04 Selection of Commissioners and Chairs.** The commissioners and chairs of the **SI** and IB Commissions shall *ex officio* be the members and chair, respectively, of the NCATE **Selected** Improvement Commission (in the case of the **SI** Commission) and the members and chair, respectively, of the TEAC Inquiry Brief Commission (in the case of the IB Commission). The **SI** and IB Commissions shall appoint a sufficient number of their commissioners, initially under these Bylaws, two from the **SI** Commission and one from the IB Commission, to serve instead as commissioners of the TI Commission. The terms of all commissioners will be concurrent with their service as members and chairs of the NCATE **Selected** Improvement Commission or the TEAC Inquiry Brief Commission, as applicable. The commissioners of the TI Commission shall elect its chair from among its commissioners by majority vote to serve a renewable two (2) year term.

**Section 8.05 Modifications of Commission Practices.** Subject to Section 5.01, the Commissions may adopt and change their policies, procedures, number of options, and practices, subject to a review and finding by the Board of continued consistency of the accreditation options offered by each Commission, except that, where an in-depth review by the full Commission would not be feasible, all Commissions shall utilize a committee structure for in-depth review of all accreditation cases prior to their consideration by the full Commission. Subject to Section 5.01, a two-thirds vote of the Board is required for modification of any of the Commission's policies, procedures, number of options, or practices that was not proposed by that Commission.

**Section 8.06 Commission Responsibilities.** Each Commission shall formulate and keep up-to-date written statements of its procedures. Each Commission shall have the responsibility to present to the Accreditation Council its recommended findings of satisfaction of CAEP standards by those EPPs whose accreditation reviews it has conducted. As long as CAEP chooses to be recognized by USDEd and/or CHEA, the Commissions shall comply with any applicable requirements imposed by such entities for such recognition. Each Commission may determine how to organize itself, by way of committees or otherwise, in order to carry out its responsibilities and shall also have jurisdiction of such other matters as pertain to those EPPs that have selected the Commission, but which are not of concern to another Commission or to CAEP.

**Section 8.07 Meetings by Electronic Means.** Except as otherwise specifically required by law or these Bylaws, commissioners may participate in a meeting of their Commission 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.

## **ARTICLE IX - STAFF**

**Section 9.01 Appointment.** The President may retain agents and employees, who shall have such authority and titles and perform such duties as the President or the Board may prescribe. The President may remove any agent or employee 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 an agent or employee shall not itself create contractual rights. The CAEP staff assigned to assist the Accreditation Council and the Commissions shall be retained directly by either the President or the Board. Staff members may be personnel that are concurrently employed by any Affiliate. CAEP and Affiliates may pool staff resources for purposes of supporting their accreditation functions. The staff shall be assigned by the President to assist the Accreditation Council and Commissions in supporting their accreditation or other functions.

**Section 9.02 Compensation.** CAEP may pay compensation in reasonable amounts to agents and employees 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.

## **ARTICLE X – SELECT FINANCIAL AND CORPORATE MATTERS**

**Section 10.01 Fiscal Year.** The fiscal year of CAEP shall start on the 1<sup>st</sup> day of July of each year, unless otherwise determined by the Board.

**Section 10.02 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 10.03 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 10.04 Checks, Drafts, and 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 10.05 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 10.06 Gifts, Grants and Bequests.** CAEP shall have the authority to seek gifts, grants, and bequests.

**Section 10.07 Funds.** CAEP's funds shall be deposited to its credit in such banks or other depositories as may be authorized by the Board.

## **ARTICLE XI - INDEMNIFICATION AND INSURANCE**

**Section 11.01 Indemnification.** CAEP shall, to the full extent permitted by law, indemnify any Director or Officer, any person who serves at its request as a director or officer of another corporation (whether for profit or not for profit) any commissioner or member of the Accreditation Council or a Commission, or any member of a designated body or any person who formerly served in any such capacity, and may, by resolution of the Board, indemnify any employee, agent or volunteer, 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, person, commissioner, or member, 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.

The Directors who are not parties to such action, suit, or proceeding or who do not have a familial, financial, professional, or employment relationship with any parties to such action, suit, or proceeding, which relationship would, in the circumstances, reasonably be expected to exert an influence on the Director's judgment when voting on the decision being made ( "Disinterested

Directors”) shall determine in each instance whether the conditions for indemnification specified in this section have been met, provided that a sufficient number of Disinterested Directors are present to constitute a quorum of the whole Board. If no such quorum can be assembled, or at the option of the Board (in the exercise of which all Directors shall be eligible to participate), the determination shall be made by independent counsel (selected by the disinterested Directors) in a written opinion. After such determination is made that indemnification is permissible, CAEP shall be authorized to provide the indemnification or advance funds to pay for or reimburse expenses to the full extent permitted by law. No allegation in a complaint or similar claim and no settlement shall in itself create any presumption adverse to the person seeking indemnification.

With respect to any matter disposed of by a settlement or compromise payment by such person, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such settlement or compromise payment is approved by (a) a majority vote of the disinterested Directors, a majority of whom will constitute a quorum for that purpose, (b) a majority vote of the members of a committee of two or more Disinterested directors appointed by such a vote, (c) if there are fewer than two disinterested directors, the Board, in which case Directors who do not qualify as Disinterested Directors may participate; provided that special legal counsel selected in the manner prescribed above, determines that indemnification is permissible because the Director, Officer, commissioner or member, person, employee, agent or volunteer has met the relevant standard of conduct in the Bylaws and applicable law, or (d) a court of competent jurisdiction.

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 XI applies, which such approvals shall not be unreasonably withheld.

The indemnification provided by this Article XI shall be in addition to any other rights to which such Director, Officer, commissioner, member, person, 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 11.02 Fees and Expenses.** Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel and other fees, costs, and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such Director, Officer, person, commissioner, employee, agent, or volunteer. CAEP may advance expenses to, or, where appropriate may at its own expense, undertake the defense of, any such person; provided, however, that 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 XI.

**Section 11.03 Insurance.** The Board may authorize the purchase of insurance on behalf of any Director, Officer, commissioner, 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 11.04 Taxes.** In no case, however, shall CAEP indemnify, reimburse, or insure any person for any taxes imposed on such individual under chapter 42 of the Internal Revenue Code of 1986, as amended ("Code"). Further, if at any time CAEP is deemed to be a private foundation within the meaning of section 509 of the Code, no payment shall be made under this Article XI if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in section 4941(d) or section 4945(d), respectively, of the Code.

**Section 11.05 Limitation of Liability.** To the extent permitted by law, and subject to the provisions of this Section 11.05, 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, commissioners, members of a designated body, and other persons who perform services for CAEP and who do not receive compensation other than reimbursement of expenses (as used in this Section 11.05, "Volunteers").

To the extent permitted by law, and subject to the provisions of this Section 11.05, 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, and subject to the provisions of this Section 11.05, 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.

To the extent permitted by law, and subject to the provisions of this Section 11.05, persons regularly employed by CAEP to perform a service for a salary or wage (as used in this Section

11.05, “employees”) 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. This 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 11.06 Severability.** If any part of this Article XI 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 XII – DISSOLUTION OF THE CORPORATION**

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 office. 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 XIII – 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 XIV - AMENDMENT OF ARTICLES OF INCORPORATION AND BYLAWS**

**Section 14.01 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 14.02 Amendment of Bylaws.** These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted, by a Majority Vote , 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. Notice of any proposed revision to these Bylaws shall be mailed to the Directors at least thirty (30) days prior to the meeting at which the revision is to be considered.

*Adopted: December, 2013; Effective: January 1, 2014*

*Revised: December, 2014; Effective: January 1, 2015*