

**ASSOCIATION OF SPECIALIZED
AND PROFESSIONAL ACCREDITORS**

BYLAWS

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Association of Specialized and Professional Accreditors

BYLAWS

ARTICLE I. NAME, SEAL, AND OFFICES

Section 1. Name

The name of this organization is the Association of Specialized and Professional Accreditors, hereinafter referred to as the "Association."

Section 2. Seal

The Association may adopt a seal as appropriate for the organization. The Board of the Association (hereinafter referred to as the "Board") may change the form of the seal or the inscription thereon at its discretion.

Section 3. Offices

The Association is incorporated in the District of Columbia. In accordance with the laws for nonprofit corporations of the appropriate jurisdiction, the Association may have an office in locations as determined by the Board.

ARTICLE II. PURPOSES

The Association is an autonomous nonprofit corporation organized under the District of Columbia Nonprofit Corporation Act exclusively for educational, scientific, research, mutual improvement, and professional purposes and shall have the necessary and incidental powers to carry out its corporate purposes.

Section 1. Purposes

ASPA is organized exclusively for charitable, scientific, and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States internal revenue law) and to carry on activities in furtherance of such purposes. More specifically, ASPA is organized exclusively to:

1. Promote quality and integrity in non-governmental specialized and professional accreditation of post-secondary programs and institutions.
2. Provide a forum for discussion and analysis of relevant issues and a mechanism for coordinating action for individuals and groups interested in specialized and professional accreditation.
3. Address accreditation issues in educational, governmental, and public policy contexts and communicate with the public about accreditation.

4. Facilitate collaboration among programs, institutions, and accrediting organizations.
5. Provide continuing education for individuals and organizations with accreditation responsibility.

Section 2. Net Earnings

No part of the net earnings of ASPA shall inure to the benefit of, or be distributable to, any of its officers, commissioners, or other private persons, except that ASPA shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

Section 3. IRS Compliance

No substantial part of the activities of ASPA shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except to the extent that ASPA makes a proper election under Section 501(h) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States internal revenue law). ASPA shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any provision of the Articles of Incorporation of ASPA or any other provision of these Bylaws, ASPA shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States internal revenue law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States internal revenue law).

Section 4. Powers

Except as provided otherwise by the Articles of Incorporation or by these Bylaws, ASPA shall have all the powers of a corporation organized under the District of Columbia General Not For Profit Corporation Act, and shall have such additional powers as are permitted by any applicable law.

ARTICLE III. MEMBERSHIP

The Association-membership consists of the specialized and professional accrediting organizations that meet the membership criteria, including the endorsement of the ASPA Member Code of Good Practice, and have paid annual dues as assessed by the Association. The Association may establish additional categories of membership.

Membership is voluntary. New members shall be admitted to the Association upon having met the Association's criteria, policies, and procedures for admitting new members.

The Association shall establish policies and procedures governing membership in the Association. Membership may be obtained or terminated only through the published procedures of the Association.

ARTICLE IV. GOVERNANCE

Section 1. The Association

The voting members of the Association shall :

1. Review, approve, and amend Articles of Incorporation
2. Review, approve, and amend Bylaws
3. Review, approve, and amend *Core Values and Principles*
4. Review, approve, and amend Association Membership Criteria
5. Review, approve, and amend policy concerning the relationships and interactions between and among accrediting organizations, institutions, and higher education organizations.
6. Review and approve proposals for major reorganization, reorientation, or dissolution of the Association
7. Elect the Board of Directors and officers
8. Elect the chair and members of the Committee on Nominations
9. Establish standing committees

Section 2. Board of Directors

A. Membership

The Board shall consist of nine (9) members. The composition of the Board, with the exception of the public member, shall have significant experience in accreditation as site-visitors, commission or board members, or staff members and shall reflect the various perspectives in the Association's basic community of interest as follows:

1. Four individuals from agencies that are voting members of the Association. All individuals must hold senior level accreditation staff¹ positions within the member agency, and at least two of these individuals must hold chief staff officer² positions for the accreditation function of the member agency. No more than one individual from a member agency may serve on the board at the same time.
2. One chief executive or chief academic officer of an institution holding institutional or programmatic accreditation by at least one voting member of the Association.
3. One academic member from a program or institution accredited by at least one voting member of the Association.
4. One practitioner member from among the professions represented by voting members of the Association.
5. One member of the public whose vocation is outside the academic and accreditation communities.
6. The Executive Director of the Association, ex officio and nonvoting.

B. Terms of Office

¹ Senior level accreditation staff member is an individual from a member agency who reports to the Chief Staff Officer for accreditation and has day-to-day accreditation responsibilities.

² A Chief Staff Officer is an individual from a member agency who holds the head accreditation staff position, regardless of the specific position within a larger organization structure.

Members of the Board shall serve three-year terms and may be elected to a second three-year term. Terms shall be staggered to maintain appropriate continuity. All terms of office begin on May 1.

Except as specifically indicated by the Bylaws, no individual may hold more than one elected office or chair position concurrently.

C. Duties

The Board of Directors shall:

1. Monitor the integrity of the Articles of Incorporation, Bylaws, Criteria for Membership, Code of Good Practice, and other Association policies and procedures in consultation with the members of the Association.
2. Ensure that Association activities are conducted in accordance with the Bylaws.
3. Determine the timing and procedures for corporate document revisions in accordance with the Bylaws.
4. Implement the policy decisions and recommendations of the Association.
5. Ensure that long-range strategic and financial planning is conducted and regularly reported to the Association membership.
6. Approve the annual budget and review the annual report of the Association's financial position, as prepared by an individual or firm designated by the Board.
7. Establish the dues and fees structure(s) of the Association.
8. Control the funds and properties of the Association, holding and using them on behalf of the Association and its purposes.
9. Establish and revise testimony, operational guidelines, and other statements of the Association consistent with Association policy.
10. Monitor the effectiveness of all groups of the Association in carrying out their specific missions, goals, and objectives and action plans under the rules and policies of the Association.
11. Accept new members to the Association who have met the Criteria for Membership.
12. Hire the Executive Director of the Association and prescribe his or her duties.
13. Appoint chairs and members of the Membership, Professional Development, and External Recognition Issues Committee.

Section 3. Officers

A. Definition

The officers shall include a chair, vice-chair, treasurer, and the executive director (ex officio) who shall serve as secretary. Each of the officers shall be serving on the Board representing the perspective of higher education, accreditation, the professions, or the public.

B. Terms of Office

The chair, vice-chair, and treasurer will be elected from among members of the Board of Directors for two-year terms and will be eligible for re-election for one additional year in the same office.

C. Duties

1. Chair

The Chair shall be the chief elected officer of the Association. The Chair shall preside at all general meetings of the Association, meetings of the Board, and at meetings of the Executive Committee.

The Chair shall have the power to establish committees other than those standing committees provided for in the Bylaws. The Chair, in consultation with the executive director, shall appoint persons to fill vacancies not otherwise provided for in the Bylaws. The Chair shall be bonded in an amount approved by the Executive Committee.

The Chair shall perform all other duties pertaining to this office.

2. Vice-Chair

The Vice-Chair shall serve as advisor to the Chair and shall substitute for the Chair in his or her absence or inability to serve.

3. Treasurer

The Treasurer shall be responsible for the proper stewardship of Association funds. The Treasurer shall be bonded in an amount approved by the Executive Committee. The Treasurer shall present a report based on the past fiscal year to the Association at each annual meeting or at any other time a report may be requested by the Executive Committee or the Board of Directors. The Treasurer shall ensure the presence of itemized accounts of all receipts, expenditures, and investments. The Treasurer shall assist the Executive Director to prepare annual budgets, arrange for an annual external examination of the Association's financial position and perform all other duties pertaining to this office.

4. Secretary

The Executive Director of the Association shall serve as the Secretary. The Secretary shall be responsible for keeping an accurate record of Association, Board, and Executive Committee meetings and of all policy documents of the Association. The Secretary shall perform all other duties pertaining to this office.

Section 4. Executive Committee

A. Membership

The Executive Committee of the Board shall have four members and shall consist of the Chair, the Vice-Chair, the Treasurer, and the Executive Director, *ex officio* and nonvoting, who shall serve as Secretary. The Executive Committee shall have at least one chief staff officer from a voting member of the Association.

B. Duties

The Executive Committee shall:

1. Exercise executive policy functions not otherwise specified on behalf of the Association and the Board.
2. Serve as the Association's Finance Committee and manage the affairs and funds of the Association not otherwise provided for.
3. Make recommendations to the Board concerning the appointment, evaluation, and duties of the Executive Director, and fix the annual compensation of the Executive Director.

Section 5. Executive Director

The Executive Director shall:

1. be appointed by the Board, serve at the pleasure of the Board, be subject to its annual review, and be bonded in an amount determined by the Executive Committee,
2. serve as the chief executive officer of the Association and as Secretary to the Board,
3. carry out all the policies and procedures of the Association,
4. operate the Association office,
5. serve as Association spokesperson and provide leadership in fulfillment of the Association's purposes and functions.

ARTICLE V. STANDING COMMITTEES

Standing committees of the Association include Membership, Professional Development, Nominations, and External Recognition Issues.

Members of these committees, except the External Recognition Issues Committee, shall serve three-year terms and may succeed themselves for a second three-year term. Term limits apply only to consecutive terms.

Except as specifically indicated by the Bylaws, no individual may hold more than one elected office or chair position concurrently.

Terms shall be staggered to maintain appropriate continuity. All terms of office begin on May 1.

Section 1. Membership Committee

A. Membership

The Membership Committee shall be composed of a chair and two other members. Individuals serving on the Committee shall be representatives from accrediting agencies that have held membership in the Association for a minimum of two years immediately preceding the individual's term of service.

B. Duties

The Membership Committee shall evaluate applicant members against the Criteria for Membership and recommend to the Board those applicants who have satisfactorily met the Criteria for Membership.

Section 2. Professional Development Committee

A. Membership

The Professional Development Committee shall be composed of no fewer than six members, including two co-chairs and at least four other members who are representatives of organizations that are voting members of the Association.

B. Duties

The Professional Development Committee shall be responsible for the general planning of the educational activities designed to enhance the professional capacity of accrediting organizations. The Committee shall propose the content, execute, and evaluate a schedule of professional development programs in accordance with the committee's operational procedures.

Section 3. External Recognition Issues Committee

A. Membership

The External Recognition Issues Committee shall consist of no fewer than five members. The committee will include members from accrediting organizations recognized by the Council for Higher Education Accreditation (CHEA) and/or the US Department of Education (USDE). Term limits do not apply to this committee.

B. Duties

The External Recognition Issues Committee will monitor the national processes by which accrediting organizations are recognized. The committee will work on behalf of and, as needed, with the members of ASPA to ensure appropriate review and comment on activities of the various entities that have an impact on the recognition of accrediting organizations (e.g., Congress, USDE, CHEA). The committee will seek to maximize good accreditation practice as reflected in statute, regulation, or policy. The committee also will seek to ensure that the process of recognition is conducted responsibly, effectively, fairly, and that accrediting organizations are allowed to conduct their work in ways that do not harm the interests of the students who are being educated or the general public.

Section 4. Nominations Committee

A. Membership

The Nominations Committee shall consist of three members elected by the voting members of the Association. All members must represent voting members of the Association. Members of

the Nominations Committee shall be ineligible for nomination to elected office while serving on this Committee, except that they may be nominated as a member or Chair of the Nominations Committee in the subsequent year, if eligible.

The Chair and members of the Nominations Committee serve one-year terms but will be eligible for re-election by the voting members of the Association for a maximum of three consecutive years.

B. Duties

The Nominations Committee shall solicit recommendations for candidates for open offices from the members of the Association and may solicit them from other relevant constituencies.

As appropriate to completion of terms, the Nominations Committee shall prepare slates for action by the voting members of the Association for the following positions: (a) Chair, Vice-Chair, and Treasurer of the Association and other members of the Board, (b) Chair and two members of the Nominations Committee.

As appropriate to completion of terms, the Nominations Committee shall prepare slates for action by the Board for the following positions: (a) Chair and two members of the Membership Committee, and (b) Co-chairs and four members of the Professional Development Committee.

C. Elections

At the Association's annual meeting, the Chair of the Nominations Committee shall introduce the slate and preside over the election. Prior to the election, opportunity shall be provided for nominations from the floor.

ARTICLE VI. OTHER COMMITTEES

In addition to the standing committees established in the Bylaws of the Association, other committees may be established by the Board, the Executive Committee, or the Chair. The term "committee" shall include panels, task forces, ad hoc groups, and so forth. Each committee shall have a clearly defined function or specific charge. The appointment of committees shall be reported at the first meeting of the Board and Association following the appointment, and committees shall report at subsequent meetings of the Board or Association as appropriate. Any such committee shall disband at the completion of its charge. At least one-third of the members of committees formed under authorization of this Article must be voting members of the Board or the Association.

The Association shall have the authority to establish an ASPA recognition committee.

ARTICLE VII. VACANCIES OR REMOVAL FROM OFFICE

By two-thirds majority vote, the Board shall have the power to declare vacant any office in which the incumbent is unable for any reason to act effectively, or is disqualified under the Bylaws. A Board member absent without cause from two consecutive meetings of the Board may be

removed by the Board. A standing committee member absent without cause from two consecutive meetings may be removed by the Board.

When a vacancy exists in an elected position, the Board shall appoint an interim replacement to serve in the position until the next regularly scheduled election. When a non-elected vacancy exists, the position will be filled by special appointment by the Chair of the Board.

ARTICLE VIII. MEETINGS

Section 1. Association Meetings

A. Regular Meetings

An annual meeting of the Association shall be held for the purpose of elections and for the transaction of regular and special business brought before the meeting. The Association will establish regular meeting times. At least 90 days notice shall be given for regular meetings.

B. Special Meetings

A special meeting of the Association may be called by a majority vote of the Board of Directors or by members representing 35 percent of the total number of votes entitled to be cast at such meeting. At least 21 days notice is required for a special meeting. At any special meeting, only business related to the purpose or purposes set forth in the notice of the meeting may be transacted.

C. Quorum

Except as may be otherwise required by the District of Columbia, the Articles of Incorporation, or these Bylaws, a simple majority of voting members shall constitute a quorum for the transaction of business.

D. Member Action

Voting shall be on an organizational member basis only, each organizational member being entitled to a single representative with one vote. All actions of the members shall require a majority of the voting members of the Association present at any meeting, except as otherwise provided by the District of Columbia, the Articles of Incorporation, or these Bylaws.

E. Minutes

The draft minutes of meetings of the Association shall be sent to each member of the Association. The draft minutes shall not become official until approved by the Association.

Section 2. Board Meetings

A. Regular Meetings

The annual meeting of the Board shall be held as part of the annual meeting of the Association. The Board may establish other regular meeting times. At least 60 days notice shall be given for regular meetings.

B. Special Meetings

Special meetings of the Board may be called by the Chair (or Executive Director acting as his/her agent) or at the request of any four (4) elected members of the Board. The Executive Director shall fix the time and place for special meetings. Written or electronic notice shall be given at least 10 days prior to each special meeting.

C. Quorum

Except as may be otherwise required by the District of Columbia, the Articles of Incorporation, or these Bylaws, a simple majority of voting members shall constitute a quorum for the transaction of business.

D. Board Action

Actions shall be taken on the affirmative vote of a majority of the voting members of the Board present at any regular or special meeting, except as may be otherwise provided in these Bylaws. Proposals for action may be placed before the Board by any member of the Board. Routine matters may be acted upon at the same meeting where they are presented.

E. Minutes

The minutes of the meetings of the Board shall be sent to each member thereof, to each member of the Association, and to such other agencies or individuals as the Board may designate. The draft minutes shall not become official until approved by the Board.

Section 3. Executive Committee Meetings

The Executive Committee may meet at the annual meeting and at such other times as may be necessary. Meetings of the Executive Committee may be called by the Chair, or in the Chair's absence or inability, by the Vice-Chair. The entire voting membership of the Executive Committee shall constitute a quorum. The minutes of the meetings of the Executive Committee shall be sent to each member of the Board and to each member of the Association, and to such other agencies and individuals as the Board may designate.

Section 4. Committee Meetings

Committees shall meet at least annually and as necessary to accomplish their charges in a timely manner.

Section 5. Agendas

Normally, business agendas of the Association and the Board will be forwarded to members of the Association and the Board at least 30 days prior to their meetings. Proposed agendas are provided to the Board and members prior to meetings with invitations to comment and provide information.

Section 6. Meeting Rules

The current edition of *Robert's Rules of Order*, Newly Revised, shall govern all meetings of the Board, the Executive Committee, and parliamentary procedures of the Association insofar as these rules are not inconsistent with applicable statutes, the Articles of Incorporation and these Bylaws, unless other specific procedure is established by the Association or the Board.

ARTICLE IX. FINANCES

Section 1. Dues

The Board shall be responsible for the finances of the Association, shall adopt a financing plan setting the dues or assessments to be levied for its support after consultation with members of the Association, and shall be empowered to seek and accept funds or grants from various sources if and when deemed desirable for carrying on the purposes of the Association.

Section 2. Budget

The Board shall approve an annual budget for the operation of the Association. It shall also approve emergency or ad hoc appropriations and/or assessments. The budget of the Association shall be adequate to support the full range of services and to build a reserve not to exceed an amount established by the Board; however, part of the operating expenses may be met by fees for Association services and by gifts and grants.

Section 3. Financial Plan

The Board shall ensure that the Association maintains an effective multi-year financial plan as part of a long-range strategic plan and shall present the financial plan to the Association on an annual basis.

Section 4. Compensation

Except for the Executive Director and other Association staff, no member of the Association, Board, or any committee shall receive compensation for his/her services other than reimbursement for authorized expenses.

Section 5. Examination of Finances

The finances of the Association shall be examined each year by a certified public accountant (CPA) or accounting firm. Such CPA or firm shall submit a written report within 90 days

following the end of each fiscal year. Copies of the written report shall be provided to the officers and to each member of the Board and shall be available to each member of the Association.

Section 6. Fiscal Year

The fiscal year for the Association shall begin on July 1 of each year and shall end on June 30 of the succeeding year.

ARTICLE X. POWER OF ATTORNEY

As approved generally and specifically by the Executive Committee or the Board, an officer may be given authority as attorney in fact to execute and acknowledge on behalf of the Association legal documents or other instruments in connection with the operations of the Association.

ARTICLE XI. ADMINISTRATION OF PROPERTY

Section 1. General Powers

The Board, representing the Association, shall have powers designated by these Bylaws to sue and be sued, to purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property, or any interest therein, and otherwise dispose of all or any part of its property and assets; to make contracts and incur liabilities, borrow money at such rates of interest as the Association may determine, issue its notes, bonds, and other obligations, and secure its obligations by mortgage or pledge of all or any of its property, franchises, and income; to conduct its affairs, carry on its operations, hold property, and have offices and exercise its powers in any part of the world; to elect or appoint officers and agents of the Association, and define their duties and fix their compensation; to make and alter policies, not inconsistent with its Articles of Incorporation, Bylaws, or with the laws of the District of Columbia, for the administration and regulation of the affairs of the Association. Notwithstanding the above, the Association shall not engage in any business or other activity which is not in the furtherance of and exclusively for its educational, scientific, research, mutual improvement, and professional purposes, or that does not comply fully with the Sherman Act, the Clayton Act, and the Federal Trade Commission Act and any other applicable federal antitrust statute or regulation.

Section 2. Funds

The funds of the Association shall be deposited in such depositories as may be approved by the Board or the Executive Committee. The authority to deposit funds may be delegated to the Executive Director.

Section 3. Litigation

The Association shall defend against any lawsuit claim or legal proceeding, pay the expenses and indemnify against judgment or loss of any Board member, officer, agent, or employee or

former Board member, officer, agent, or employee of the Association arising out of any connection with or activities on behalf of the Association, provided that such person has acted in good faith in the best interests of the Association. This provision shall not be deemed to be exclusive of any other rights to which such person may otherwise be entitled under any bylaw, agreement, or vote of the Association, Board, or Executive Committee.

ARTICLE XII. DISSOLUTION

The Association may be dissolved, or merged with another similar entity carrying on substantially the same activities, upon approval of a plan of dissolution adopted by a two-thirds vote of the total membership of the Board followed by a two-thirds vote of the total membership of the voting members of the Association. Such a plan of dissolution shall be submitted to the Board and voting members of the Association at least 60 days prior to consideration thereof by the Board and the Association. The plan of dissolution shall provide for the complete payment and discharge of all Association obligations before disposition of any remaining net corporate assets.

Upon dissolution of the Association, the Board shall, after paying or making provisions for the payment of all the liabilities of the Association, dispose of all the assets of the Association exclusively for the purposes of the Association in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) as the Board shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIII. AMENDMENTS

Amendments to these Bylaws may be proposed by any member of the Board or by any member of the Association. Amendments shall be submitted to the Board and voting members of the Association at least 30 days prior to consideration thereof by the Association. Amendments shall be adopted when approved by two-thirds of the voting members in attendance at any official membership meeting of the Association and shall become effective on the date stipulated when adopted.

Bylaws Revised: March 2008