



# Bylaws

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**Association of Specialized and Professional Accreditors**

**BYLAWS**

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# Association of Specialized and Professional Accreditors

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### 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" or "ASPA."

#### 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 common action for individuals and groups concerned with specialized and professional accreditation.
3. Address accreditation issues in educational, governmental, and public policy contexts and communicate with the public and stakeholders about accreditation.
4. Facilitate collaboration among accrediting organizations to support programs and institutions.
5. Provide a mechanism for continuing education for individuals and organizations with accreditation responsibility.

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### 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. Internal Revenue Service 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

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 voting Members, 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

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3. Review, approve, and amend Core Values and Principles
4. Review, approve, and amend Association Membership Criteria
5. Review and approve proposals for major reorganization, reorientation, or dissolution of the Association
6. Elect the Board of Directors and officers other than the Executive Director
7. Elect the chair and members of the Committee on Nominations
8. Establish standing committees.

### Section 2. Board of Directors

#### A. Membership

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

1. Five senior level staff<sup>1</sup> of agencies that are voting Members of the Association, at least two of whom must be chief staff officers over 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 senior level executive or 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 from a profession represented by voting Members of the Association.
5. The Executive Director of the Association, as an ex officio and nonvoting member.

#### B. Terms of Office

Subject to the provisions set forth in Section 3.B of these Bylaws, 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:

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<sup>1</sup> 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 or is a Chief Staff Officer who holds the head accreditation staff position, regardless of the specific position within a larger organization structure.

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1. Align the Association's activities with 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. Determine the timing and procedures for corporate document revisions.
3. Ensure that long-range strategic and financial planning is conducted and regularly reported to the Association membership.
4. Approve the annual budget, review the annual financial audit and corporate tax filings as prepared by an individual or firm designated by the Board.
5. Establish the dues and fees structure(s) of the Association.
6. Control the funds and properties of the Association, holding and using them on behalf of the Association and its purposes.
7. Establish and revise testimony, operational guidelines, and other statements of the Association consistent with Association policy.
8. Monitor the effectiveness of all committees and task forces of the Association in carrying out their specific missions, goals, and objectives and action plans under the rules and policies of the Association.
9. Accept new members to the Association who have met the Criteria for Membership.
10. Hire and prescribe the duties of the Executive Director of the Association.
11. Appoint chairs and members of the Association's non-elected standing committees.

### 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.

#### 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. In the event an officer's term as a Board member is set to expire prior to the second year of service as an officer, that term may be extended by a maximum of one year.

#### C. Duties

##### 1. Chair

The Chair shall preside over 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 perform all other duties incident to this office.

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### 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 maintenance 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 incident 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 incident 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. At least two Executive Committee members shall hold a senior level staff position with 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. 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,

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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 are Membership, Professional Development, Nominations, and Education Policy. Except as specifically indicated by the Bylaws, no individual may hold more than one elected office or chair position concurrently.

The terms of the members of each standing committee 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.

The members are appointed by the Board for initial three-year terms and may be reappointed for a second consecutive three-year term. The Chair is appointed by the Board for an initial one-year term and may be reappointed for a total of three consecutive one-year terms.

##### **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. The committee will also perform other membership related activities as directed by the Board.

#### **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.

The members are appointed by the Board for initial three-year terms and may be reappointed for a second consecutive three-year term. The Chair is appointed by the Board for an initial one-year term and may be reappointed for a total of three consecutive years.



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### **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. Education Policy Committee**

#### **A. Membership**

The Education Policy 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 and/or the US Secretary of Education.

The members are appointed by the Board for initial three-year terms and may be reappointed for a second consecutive three-year term. The Chair is appointed by the Board for an initial one-year term and may be reappointed for a total of three consecutive one-year terms.

The Chair of the Board of Directors shall be an ex officio member of this committee.

#### **B. Duties**

The Education Policy Committee shall monitor the higher education and accreditation environment to identify issues that affect accreditation, quality in education and the associated interests of students and the public. The committee shall propose association positions, responses and commentary on proposed or existing statute, regulation and policy. The committee will also perform other policy related activities as directed by the Board.

### **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 two-year terms but will be eligible for re-election by the voting Members of the Association for a maximum of four 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-

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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, (b) Co-chairs and four members of the Professional Development Committee, and (c) Chair and no fewer than four members of the Education Policy 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 has acted in a manner that constitutes cause for removal, 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 spring election. When a non-elected vacancy exists, the position will be filled by special appointment by the Chair of the Board to complete the unexpired term.

## **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.

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### **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**

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 votes cast by the Members of the Association present at any meeting, except as otherwise provided by the District of Columbia, the Articles of Incorporation, or these Bylaws.

**1. Action by Ballot.** Any action that may be taken at a meeting of the members may be taken without a meeting if the organization delivers a ballot to every member entitled to vote on the matter. The ballot shall be in the form of a record. The approval of any action is valid only when the number of votes cast by ballot at least equals the quorum requirement for a meeting and the number of approvals at least equals the number of approvals that would be required at a meeting.

**Contents of Ballot.** The ballot shall set forth each proposed action, the number of responses needed to meet the quorum requirements, the percentage of approvals necessary to approve each matter, and the date by which the ballot must be returned, which shall be no sooner than 14 days from the date the ballot is delivered to the members.

### **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.

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### C. Quorum

A simple majority of voting members of the Board 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.

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### 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.

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### 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. Indemnification and Advancement of Expenses

##### A. Indemnification

The Association shall indemnify any individual who is a party to or otherwise involved in a proceeding because he or she is or was a director or officer of the Association except to the extent indemnification is prohibited by law. Conduct with respect to an employee benefit plan of the Association for a purpose the individual reasonably believed to be in the interests of the participants in and the beneficiaries of the plan is conduct that is subject to indemnification under this section. The termination of a proceeding by judgment, order, settlement, or conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, be determinative that the individual did not meet the relevant standard of conduct required before indemnification can be made under this section.

##### B. Advancement of Expenses

(a) The Association shall, before final disposition of a proceeding, advance funds to pay for or reimburse the reasonable expenses incurred by an individual who is a party to or otherwise involved in a proceeding because he or she is or was a director or officer of the Association if the individual delivers to the Association:

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(1) An affirmation in the form of a record of his or her good faith belief that he or she has met the relevant standard of conduct described in § 29-406.51 of the District of Columbia Nonprofit Corporation Act (the “DCNCA”) or that the proceeding involves conduct for which liability has been eliminated by § 29-406.31(d) of the DCNCA; and

(2) An undertaking in the form of a record to repay any funds advanced if the individual is not entitled to mandatory indemnification under § 29-406.52 of the DCNCA and it is ultimately determined that the individual is not entitled to indemnification under this Section 3.

(b) The undertaking required by subsection (a) (2) of this section shall be an unlimited general obligation of the director or officer, but need not be secured and may be accepted without reference to the financial ability of the director or officer to make repayment.

#### **C. Employees and Other Persons**

The Association may, by action of its Board and to the extent provided in such action, indemnify employees and other persons, and provide for advancement of expenses to such persons in the manner set forth above, as though they were officers.

#### **D. Non-Exclusivity of Rights**

The rights to indemnification and to the advancement of expenses provided in or pursuant to this Section 3 shall not be exclusive of any other rights that any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation or Bylaws, agreement, vote of directors, or otherwise.

#### **E. Insurance**

The Association may purchase and maintain insurance, at its expense, for the benefit of any person on behalf of whom insurance is permitted to be purchased by the law of the District of Columbia against any expense, liability or loss, whether or not the Association would otherwise have the power to indemnify the person. The Association may also purchase and maintain insurance to insure its indemnification obligations whether arising hereunder or otherwise.

#### **F. Amendment**

The provisions of this Section 3 shall constitute a contract between the Association and each of its directors and officers which may be modified as to any current or former director or officer (an “indemnitee”) only with that person's consent or as specifically provided in this subsection. Notwithstanding any other provision of these Bylaws relating to their amendment generally, any repeal or amendment of this Section 3 which is adverse to any indemnitee shall apply to such indemnitee only on a prospective basis, and shall not reduce or limit the rights of an indemnitee to indemnification or to the advancement of expenses with respect to any action or failure to act occurring prior to the time of such repeal or amendment. Notwithstanding any other provision of these Bylaws, no repeal or amendment of these Bylaws shall affect any or all of this Section 3 so as either to reduce or limit indemnification or the advancement of expenses in any manner unless adopted by the unanimous vote of the directors of the Association then serving, and no such amendment shall have retroactive effect inconsistent with the preceding sentence.

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### ARTICLE XII. FUNDAMENTAL TRANSACTIONS

#### Section 1. Dissolution

The Association may be dissolved 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.

#### Section 2. Merger

The Association may be merged with another entity upon approval of a plan of merger 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. A plan of merger 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.

### 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 voting Members of the Association at least 30 days prior to consideration thereof by the Association. Amendments shall be adopted only 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: April 2019