

BYLAWS
ACCREDITATION COUNCIL FOR BUSINESS SCHOOLS AND PROGRAMS (ACBSP)

ARTICLE I - NAME

SECTION 1. Name. The name of this Council is: Accreditation Council for Business Schools and Programs, Inc. (hereinafter referred to as the "Council").

ARTICLE II – OBJECTIVES & FUNCTIONS

SECTION 1. Objectives. The objectives of this Council shall be:

1. To provide a national and international forum to discuss issues pertinent to education for business in a complex and changing environment.
2. To establish standards for academic achievement in education for business without limiting the freedom of an institution, business school or program in the development and experimentation of new ideas.
3. To promote lawful and ethical practices in business.
4. To assist member institutions in the improvement of their business schools and programs and related activities.
5. To encourage member institutions to utilize planning and evaluation procedures in order to increase the level of excellence in teaching.
6. To maintain a continuing relationship with individuals and groups concerned with fostering the effectiveness of business schools and programs, including business and industry, government agencies, professional associations, and others.
7. To provide information to member institutions and the public concerning issues relevant to education for business.
8. To foster instructional innovation and creativity in the education of business students.
9. To provide workshops, consultants, and publications that assist business schools and programs in their pursuit and maintenance of accreditation.

SECTION 2. Functions. In furtherance of its objectives, but not in limitation thereof, the Council shall have the power to engage in any lawful activities. ACBSP shall promote the study of business education and develop and promulgate sound educational standards and practices for the accreditation of such programs.

ARTICLE III - MEMBERSHIP & CHAMPIONS

SECTION 1. Educational Institution Membership. Institutions of higher education shall be classified as members in the categories outlined below:

1. Associate Degree-Granting Institutions. Any institution with U.S. based regional accreditation granting an associate degree in business related majors as its highest degree.

2. Baccalaureate and/or Graduate Degree-Granting Institutions. Any institution with U.S. based regional accreditation offering a baccalaureate and/or graduate degree in a business or a business-related discipline.
3. International Degree-Granting Institutions. Non-U.S. institutions awarding business or business-related degrees and without U.S. based regional accreditation must present, with the application for membership, a certified English translation of an official document from an appropriate government organization in their home country stating their right to grant higher education degrees. For non-U.S. institutions based in countries in which the legal authority to award degrees is not available, the institution must provide with the application for membership, documented evidence acceptable to the Board of Directors for membership in this category.
4. Other Classes of Membership. Other than the membership classes cited above, the Board of Directors may from time-to-time establish and disestablish other and different classes of membership to achieve the stated objectives of the Council. The requirements for such classes of membership shall be established by the Board's Policy and Procedures Manual for the management of the Council.

SECTION 2. Designation of Champion. Each educational institution member will officially designate an institutional representative ("Champion" or "Co-Champion").

SECTION 3. Jurisdictional Matters.

1. Membership does not bestow accreditation. Membership status alone may not be presented in such a way as to state or infer accredited status.
2. Application for membership by separate units of a multi-unit campus as well as other issues concerning Commission memberships and not otherwise covered by these Bylaws will be determined by the Board.
3. Other issues concerning Commission responsibility for accreditation not otherwise covered by these Bylaws will be determined by the Accreditation Governance Board (hereinafter "AGB").
4. Dual memberships and other forms of membership alliances with other related business organizations shall be authorized by the Board of Directors.

SECTION 4. Revocation of Membership. The necessity for revocation of membership and the accompanying policies and procedures for revocation shall be determined by the Board of Directors and published in the Policy and Procedures Manual.

ARTICLE IV - DUES, FEES, & ASSESSMENTS

SECTION 1. Membership Dues. The annual dues for each membership category shall be established by the Board of Directors.

SECTION 2. Fees. Fees for workshops, professional services, accreditation requirements, publications and other similar activities shall be established by the Board of Directors.

SECTION 3. Assessments. No assessment other than dues and fees may be made except by a majority vote of all Educational Institution Members of the Council eligible to vote and in attendance at a regular or special meeting called in accordance with the provisions of Article VIII.

SECTION 4. Fiscal Year. The fiscal year shall be a twelve-month period as established by the Board of Directors.

ARTICLE V - GOVERNANCE

SECTION 1. Officers of the Council. The Officers of the Council shall be a Chair (hereinafter "Board Chair"), Chair-Elect (hereinafter "Board Chair-Elect"), Vice Chair, President/CEO, Treasurer, and Secretary. Additional Officers may be appointed from time-to-time to perform duties as defined by the Board of Directors.

SECTION 2. Duties of Council Officers and Directors.

1. Board Chair. The Chair shall act as the chief officer of the Council. The Chair shall preside at all meetings of the Council, the Board of Directors, and the Executive Committee. The Chair shall appoint individuals to fill committee vacancies not otherwise provided for in the Bylaws. The Chair shall perform all other duties pertaining to this office.
2. Board Chair-Elect. The Chair-Elect shall serve as advisor to the Chair and shall substitute for the Chair in his/her absence or if he/she is unable to serve.
3. Vice Chair. The Vice-Chair shall assist the Board Chair and Board Chair-Elect as necessary and shall substitute for the Chair-Elect in his/her absence or if he/she is unable to serve.
4. Treasurer. The Treasurer shall be responsible for the appropriate stewardship of Council funds. The Treasurer shall be bonded. The Treasurer shall present a report based on the past or current fiscal year at each Annual Meeting or at any other time a report is requested by the Executive Committee or Board of Directors. The Treasurer shall coordinate the preparation of the annual budget and arrange for a yearly audit by a Certified Public Accountant. The Treasurer shall perform all other duties pertaining to this office.
5. Secretary. The Secretary shall assure an accurate recording of the minutes of the Annual Meeting, meetings of the Board of Directors, and meetings of the Executive Committee. The Secretary may appoint an Assistant Secretary to act on behalf of the Secretary in the recording of minutes and execution of legal documents.

SECTION 3. Terms and Qualifications of Officers and Directors.

1. Terms:
 - a. All officers and directors begin their terms immediately upon being duly elected or appointed and shall continue to serve in that position until no longer qualified to serve or upon the election or appointment of a successor.
 - b. The Board Chair shall serve one term and shall be succeeded by the Board Chair-Elect and serve the next following term as Immediate Past Chair.
 - c. The Board Chair-Elect will serve one term and the following term as Board Chair.
 - d. The Vice Chair will serve one term as Vice-Chair, the next following term as Board Chair-Elect, the following term as Board Chair, and the next following term as Immediate Past Board Chair.
 - e. The Treasurer and the Secretary are elected to serve a three-year term and may be re-elected to serve an additional three-year term, but may not serve more than two consecutive terms.

- f. At-Large Directors from each Commission are elected to serve three-year staggered terms and may be re-elected to serve an additional three-year term, but may not serve more than two consecutive terms.
- g. The Chairs of the Associate Degree Commission, the Baccalaureate/Graduate Degree Commission and the AGB are ex-officio voting members on the Board of Directors for a one-year term.
- h. A representative from the Council of Region Chairs shall be selected annually by and from the Council of Region Chairs to serve a one-year term on the Board of Directors. The appointments to this position shall rotate through the Regions in numerical order.
- i. The Public Members shall be appointed by the Board of Directors to serve a three-year staggered term or until a successor is appointed. The public member can be reappointed to two additional consecutive terms.
- j. The three-year terms of Board of Directors positions shall be staggered so that the terms of all Board of Directors members do not expire in the same year.
- k. No elected individual may serve on the Board of Directors for more than seven consecutive years.
- l. In the event of a vacancy, the Board of Directors may appoint an individual to serve the remainder of the unexpired term. In the event of a vacancy in the position of Board Chair-Elect, the position will remain vacant until the next annual election of officers. In the event of a vacancy in the position of Vice Chair, the position will remain vacant until the next annual election of Officers.

2. Qualifications:

- 1. The Board Chair and Vice Chair shall be from the same commission, while the Board Chair-Elect shall be from a different commission. [NOTE: For the purposes of this paragraph, an institution which is a member of both Commissions shall be deemed a member of only the Baccalaureate/Graduate Degree Commission.]
- 2. With the exception of the Chairs of the two Boards of Commissioners and the AGB, no individual shall serve simultaneously on the Board of Directors from the Board of Commissioners or the AGB.
- 3. All Officers and At-Large Directors must have previously served as a member of the Board of Directors, as a member of a Board of Commissioners, as chair of a standing committee or as an officer of one of the Regional Councils.

SECTION 4. Board of Directors

- 1. Composition. The Board of Directors shall be composed of the following 18 voting members: Chair, Chair-Elect, Vice-Chair, Treasurer, Secretary, Immediate Past Chair, Chair of the Associate Degree Commission, Chair of the Baccalaureate/Graduate Degree Commission, Chair of the Accreditation Governance Board, six members At-Large with three seats designated for Associate Degree schools and three seats designated for Baccalaureate/Graduate Degree schools, a representative selected by the Council of Region Chairs, and two representatives of the general public. The President/CEO shall be a non-voting ex-officio member of the Board of Directors.

2. Powers. Duties of the Board of Directors can be found in the Policy and Procedures Manual.

SECTION 5. Executive Committee

1. Composition. The Executive Committee shall be composed of the Board Chair, Board Chair-Elect, Vice Chair, Immediate Past Chair, Treasurer, Secretary, and the Chairs of the two Boards of Commissioners and the Chair of the AGB. The President/CEO shall be a non-voting ex-officio member.
2. Authority to Act. The Executive Committee shall have the authority to act for the Board of Directors in accordance with the authority granted by the Board.

SECTION 6. Committees (other than Commission Committees, AGB Committees, Nominating Committees, and the Executive Committee) and Task Forces.

1. Establishment. The Board of Directors shall establish and modify all committees and task forces of the Council and otherwise conduct business on behalf of the Council.
2. Appointment. The Board Chair may seek the advice and solicitation of names from the Board of Directors and the Chair of each Regional Council in the appointment of vacancies on all committees. As determined by the Board Chair, appointments may be made without such consultation.

ARTICLE VI – ACCREDITATION GOVERNANCE

SECTION 1. Established Commissions. There shall be two commissions established:

1. Commission of Associate Degree Programs (also “Associate Degree Commission”).
2. Commission of Baccalaureate/Graduate Degree Programs (also “Baccalaureate/Graduate Degree Commission”).
3. Educational Institution Members must be members of the Commission representing the highest degree offered by the business unit. An elected Board of Commissioners will govern each Commission. Establishment and/or modification of accreditation standards of either Commission must be approved by two-thirds vote of the respective Commission membership present at such a vote.
4. An elected AGB shall assist each Board of Commissioners in establishing, documenting and periodically reviewing accreditation policies and procedures essential to accomplishing the objectives and operations of the two Commissions.

SECTION 2. Board of Commissioners of Associate Degree Commission.

1. Composition. The Board of Commissioners shall be composed of a total of ten (10) Commissioners. Nine (9) elected Commissioners must represent institutions accredited by the Council. There will be one public member. The Chief Accreditation Officer (CAO) will be a non-voting ex-officio member of the Board of Commissioners and serve as Secretary.
2. Powers. The Board of Commissioners shall have the following powers and responsibilities which shall not be subject to review by the Board of Directors:
 - a. Recommend changes in accreditation standards for ratification by the Associate Degree

Commission's voting institutional members.

- b. Review and approve accreditation criteria, appeal procedures, and procedures for the evaluation and accreditation of Associate Degree Programs offered by any voting Educational Institution Member including those within the Associate Degree Commission and those within the Baccalaureate/Graduate Degree Commission that offer the Associate Degree.
 - c. Make available to the public general information about the accreditation criteria and procedures while also protecting the privacy of member institutions and the integrity of the accreditation process.
 - d. Receive and process accreditation applications for evaluation from Associate Degree programs including those within the Associate Degree Commission and those within the Baccalaureate/Graduate Degree Commission.
 - e. Approve and remove accreditation status of Associate Degree programs.
 - f. Re-evaluate at reasonable intervals the programs of member institutions.
 - g. Appoint any committees necessary to carry out the business of the Commission.
 - h. Exercise powers as necessary to carry out the functions of the Commission.
3. Election. Voting Members of the Associate Degree Commission shall elect members to the Associate Degree Board of Commissioners as provided in Article VII, Section 5. The Public Member shall be appointed by the Board of Commissioners to serve a three-year term or until a successor is appointed. The public member can be reappointed to consecutive terms, but may not serve more than two (2) consecutive, three (3)-year terms of office.
 4. Removal. Any Commissioner whose institution resigns from membership or loses accreditation status shall immediately be removed from office. In addition, the Board of Commissioners, by not less than a two-thirds vote of the entire membership of the Board of Commissioners, may remove a Commissioner from office for cause.
 5. Vacancies. Any vacancies on the Board of Commissioners shall be filled by recommendation of the Board of Commissioners and the appointment shall be ratified by the Board of Directors. Any Commissioner appointed to serve an unexpired term resulting from a vacancy shall be eligible for election to the terms of office as provided for in this document.
 6. Terms of Office. The Commissioners shall serve the following terms:
 - a. All Commissioners shall serve for terms of three (3)-years or until their successors are appointed. Commissioners appointed to serve unexpired terms will not be considered as elected or having served a full term.
 - b. All newly elected Commissioners shall take office at the close of the Annual Conference of the Council.
 - c. No Commissioner shall serve more than two (2) consecutive three-year terms of office.
 7. Development of Policies and Procedures. The Board of Commissioners shall develop its own policies

and procedures, including the election of a Chair and Chair-Elect.

SECTION 3. Board of Commissioners of Baccalaureate/Graduate Degree Commission.

1. Composition. The Board of Commissioners shall be comprised of a total of thirteen (13) Commissioners. Twelve (12) Commissioners shall be elected by Baccalaureate/Graduate Degree Commission members. There will be one public member. The Board of Commissioners shall be comprised of at least two (2) representatives from private institutions and two (2) from public institutions. Twelve (12) elected Commissioners must represent institutions accredited by the Council. The Director of Accreditation/CAO will be a non-voting ex-officio member of the Board of Commissioners and serve as Secretary.
2. Powers. The Board of Commissioners shall have the following powers and responsibilities which shall not be subject to review by the Board of Directors:
 - a. Recommend changes in accreditation standards for ratification by the Baccalaureate/Graduate Degree Commission's voting institutional members.
 - b. Review and approve accreditation criteria, appeal procedures, and procedures for the evaluation and accreditation of collegiate business programs at institutions with baccalaureate and/or graduate level programs.
 - c. Receive and process accreditation applications for evaluation from Baccalaureate/Graduate Degree institutions.
 - d. Make available to the public general information about the accreditation criteria and procedures while also protecting the privacy of member institutions and the integrity of the accreditation process.
 - e. Re-evaluate the programs of member institutions at intervals determined by the Baccalaureate/Graduate Degree Commission.
 - f. Approve and remove accreditation status of Baccalaureate/Graduate Degree programs.
 - g. Appoint committees necessary to carry out the business of the Baccalaureate/Graduate Degree Commission.
 - h. Exercise such other incidental powers as are reasonable and necessary to carry out the functions of the Commission.
3. Election. Voting Members of the Baccalaureate/Graduate Degree Commission shall elect members to the Baccalaureate/Graduate Degree Board of Commissioners as provided in Article VIII Section 3. The Public Member shall be appointed by the Board of Commissioners to serve a three-year term or until a successor is appointed but may not serve more than two (2) consecutive three (3) year terms of office.
4. Removal. Any Commissioner whose institution resigns from membership or whose membership is revoked or who loses accreditation status shall immediately be removed from office. In addition, the Board of Commissioners, by not less than a two-thirds vote of the entire membership of the Board of Commissioners, may remove a Commissioner from office for cause.
5. Changes in Employment Status. Any Commissioner, because of changes in employer or position with the

employer, must have his or her continued eligibility as a Commissioner reviewed by the Board of Commissioners and be reaffirmed or removed by a vote of not less than a majority of the entire membership of the Board of Commissioners.

6. Vacancies. Any vacancies on the Board of Commissioners occurring because of ill health, resignation, or otherwise, shall be filled by recommendation of the Board of Commissioners and the appointment shall be ratified by the Board of Directors. Any Commissioner appointed to serve an unexpired term resulting from a vacancy shall be eligible for election to the full consecutive terms of office provided for in this document.
7. Terms of Office. The Commissioners shall serve the following terms:
 - a. All Commissioners shall serve for terms of three (3) years or until their successors are appointed. Commissioners appointed to serve unexpired terms are not considered as elected or having served a full term.
 - b. All newly elected Commissioners shall take office at the close of the National Annual Conference of the Council.
 - c. No Commissioner shall serve more than two (2) consecutive three-year terms of office.
8. The Board of Commissioners will develop its own policies and procedures, including the election of a Chair and Chair-Elect.

SECTION 4. Accreditation Governance Board (AGB).

1. Composition. The AGB shall be composed of a total of eleven (11) members. Ten (10) elected members must represent institutions accredited by the Council. One (1) member will represent the general public. Five (5) members elected must represent associate degree institutions and include one (1) current member of the Associate Degree Board of Commissioners and four (4) former members of the Associate Degree Board of Commissioners. Five (5) members elected must represent Baccalaureate/Graduate Degree institutions and include one (1) current member of the Baccalaureate/Graduate Degree Board of Commissioners and four (4) former members of the Baccalaureate/Graduate Degree Board of Commissioners.

Emeritus members may be elected to the AGB.

The CAO is a non-voting ex-officio member of the AGB.

2. Powers. In co-operation with the Associate Degree Board of Commissioners and the Baccalaureate/Graduate Degree Board of Commissioners, The Accreditation Governance Board shall have such powers as are necessary and appropriate for the general management of accreditation activities. Included among its duties are the following, which shall not be subject to review by the Board of Directors of the Council:
 - a. Establishing committees and prescribing their duties and charges as necessary to carry out the business of the AGB.
 - b. Cooperating with the Board of Directors to articulate the needs, assessment and resources for the two Commissions.
 - c. Cooperating with the Board of Directors in the development of the Council's annual budget as it may relate to accreditation activities.

- d. Exercising such other powers as reasonable as necessary to carry out the functions of the AGB.
3. The Public Member shall be appointed by the AGB and be reappointed to consecutive terms, but may not serve more than two (2) consecutive three (3)-year terms of office.
4. Removal. Any member of the AGB whose institution resigns from membership or whose membership is revoked or who loses accreditation status shall immediately be removed from office. In addition, the Accreditation Governance Board, by not less than a two-thirds vote of the entire membership of the Board, may remove a member from office for cause.
5. Vacancies. Any vacancies on the Accreditation Governance Board occurring because of ill health, resignation, or otherwise, shall be filled by recommendation of the respective Board of Commissioners. Any member appointed to serve an unexpired term resulting from a vacancy shall be eligible for appointment to the full consecutive terms of office provided for in this document.
6. Terms of Office. The members of the Accreditation Governance Board shall serve the following terms:
 - a. All members shall serve for terms of three (3) years or until their successors are elected; notwithstanding that in the initial formation of the Board, members were appointed for staggered terms. Members appointed to serve unexpired terms will not be considered as having served a full term.
 - b. All newly appointed members shall take office immediately upon election.
 - c. No member shall serve more than two (2) consecutive three-year terms of office.
7. The AGB shall develop its own policies and procedures, including the election of a Chair, Chair-Elect, and Secretary.

ARTICLE VII – NOMINATIONS & ELECTIONS

SECTION 1. Champion. The Champion is designated as the person eligible to vote for the institution unless an alternate is appointed. An educational institution may have a designated Co-Champion as determined by the Council or the institution. In the absence of an institutional representative at any meeting, another individual associated with the institution may be designated by the Champion to cast votes.

SECTION 2. Nominating Committees. Each year by November 1, four (4) Nominating Committees shall be created for the following boards: Board of Directors, Associate Degree Board of Commissioners, Baccalaureate/Graduate Degree Board of Commissioners, and AGB.

SECTION 3. Officers and Board of Directors Members. Nomination and Election Procedures for Electing Council Officers and Board of Directors members will be contained in the Policy and Procedures Manual.

1. Appointment and Composition. A Nominating Committee shall be appointed by the Board Chair-Elect (presiding as Board Chair during the year for which the appointments are made) and shall function under procedures and criteria set forth in the Policy and Procedures Manual. The composition of the Nominating Committee shall be reflective of the global membership of the Council.
2. No more than one person shall be nominated for any position.

3. Nominations from the floor. Motions to nominate from the floor whether seconded or not shall be declared out of order. The ruling of the presiding officer may not be appealed.

SECTION 4. Nomination and Election Procedures for Members of the AGB.

The nomination and election procedures for members of the AGB will be contained in the AGB Policy and Procedures manual.

1. Appointment and Composition. A Nominating Committee shall be appointed by the AGB Chair-Elect (presiding as AGB Board Chair during the year for which the appointments are made) and shall function under procedures and criteria set forth in the AGB Policy and Procedures Manual. The composition of the Nominating Committee shall be reflective of the global membership of the Council.
2. No more than one person shall be nominated for any position.
3. Nominations from the floor. Motions to nominate from the floor whether seconded or not shall be declared out of order. The ruling of the presiding officer may not be appealed.

SECTION 5. Nomination and Election Procedures for Members of the Boards of Commissioners (BOC).

1. Appointment and Composition. A Nominating Committee shall be appointed by the Chair-Elect (presiding as Chair during the year for which the appointments are made) and shall function under procedures and criteria set forth in the Policy and Procedures Manual. The composition of the Nominating Committee shall be reflective of the global membership of the Council.
2. No more than one person shall be nominated for any position.
3. Nominations from the floor. Motions to nominate from the floor whether seconded or not shall be declared out of order. The ruling of the presiding officer may not be appealed.

SECTION 6. Recall of Officials. By a majority vote of the entire Board of Directors (not members in attendance), the Board shall have the power to declare vacant any position on the Board of Directors, its committees, the Boards of Commissioners or the AGB when the incumbent is unable for any reason to act effectively or is disqualified under the Bylaws.

1. This provision does not apply to removal for cause which requires a majority of not less than two-thirds of the entire membership of the Board (not members in attendance).
2. The Board of Directors shall have the power to make appointments to fill such vacancies created by recall as provided for in the Bylaws.

ARTICLE VIII - MEETINGS

SECTION 1. Annual Business Meeting of the Council. The Annual Business Meeting of the Council shall be held during the Annual Conference. The Board of Directors will designate a meeting date in the best interest of the Council.

SECTION 2. Annual Meetings of the Commissions. Each Commission shall meet during the Annual Conference.

SECTION 3. Action Outside of the Annual Conference. Action outside of the Annual Conference shall be governed by the Policy and Procedures Manual.

SECTION 4. Meetings of the Boards. Procedures governing regular and special meetings and Board actions-in-lieu-of-a-meeting shall be set forth in the Policy and Procedures Manual. Regular meetings of all Boards shall be held at least twice each year.

SECTION 5. Special Meetings of the Boards. Any of the Council's four Boards may be called into a Special Meeting at the request of the Board Chair, or by a written request to the President/CEO of three (3) members of the Board that is to be called into special session. Such special meetings of any Board may be conducted by conference call, or may be scheduled as a special in-person meeting. If an in-person meeting is called, notice of at least 14 days must be given. If a conference call meeting is called, notice of at least 24 hours must be given. At any special board meeting, only such business may be transacted as has been stated in the call for the meeting. The results of any special meeting shall be reported at the next regularly scheduled Board meeting and shall be made part of the record of that meeting.

SECTION 6. Board Action in Lieu of Meeting. Any of the Council's four Boards may act outside of a regular or special Board meeting through a Board vote conducted by fax or electronic means. Such Board action shall be limited to a specific proposal put up by the Board's Chair for approval using this vote-in-lieu-of-a-meeting procedure. Board action using this action-in-lieu-of-meeting procedure must be unanimous. The results of any board action in lieu of meeting shall be reported at the next regularly scheduled Board meeting and shall be made part of the record of that meeting.

SECTION 7. Executive Committee Meetings. Procedures governing the meetings of the Executive Committee shall be set forth in the Policies and Procedures Manual.

SECTION 8. Quorum. A majority of the members of the Board of Directors, Executive Committee, Boards of Commissioners or AGB shall constitute a quorum thereof. A quorum of any meeting of the Council or its Commissions shall consist of a majority of the members in attendance.

ARTICLE IX – PRESIDENT/CEO

SECTION 1. The President/CEO shall be the Chief Executive Officer, with responsibility for carrying out the policies and procedures and directing the operations of the Council. This shall include signing legal contracts and agreements on behalf of the Council consistent with an approved budget, existing policy statements, and in consultation with the Board Chair.

SECTION 2. The President/CEO shall be appointed by the Board of Directors, shall have an employment contract, and shall be subject to annual review by the Board of Directors.

SECTION 3. The President/CEO shall be a non-voting member of the Board of Directors and the Executive Committee.

ARTICLE X - DIRECTOR OF ACCREDITATION/CAO

SECTION 1. The Director of Accreditation/CAO shall be the Chief Accreditation Officer/CAO. The Chief Accreditation Officer/CAO shall be appointed by the AGB and coordinate the accreditation process and all related activities on behalf of the two Boards of Commissioners. The CAO shall be subject to an annual performance review by the AGB in conjunction with the President/CEO.

SECTION 2. The Chief Accreditation Officer/CAO shall be an ex-officio member of the two Boards of

Commissioners and the AGB.

ARTICLE XI - REGIONAL COUNCILS

SECTION 1. Creation, Organization and Management of Regional Councils. To facilitate the furtherance of its objectives, the Council authorizes the establishment of certain Regional Councils (“Regional Council” or sometimes “Regions”) that shall operate under the authority of the Board of Directors and in accordance with the Board’s policies and procedures governing such operations. The Regional Council memberships, operations and legal structure are set by Board policy and established and reported in the Policy and Procedures manual.

ARTICLE XII - RULES OF ORDER

SECTION 1. Parliamentary Authority. The meetings of the Council, its committees, Boards of Commissioners and the Commissions, AGB, and Regional Councils and their committees shall be governed by Robert’s Rules of Order (latest version), in all cases where said rules do not conflict with the Bylaws of the Council or Regional Councils.

ARTICLE XIII - AMENDMENTS

SECTION 1. Amendments. The Bylaws may be amended by a recommendation of the Board of Directors provided a written notice of the proposed amendment is sent to all Champions at least four (4) weeks before such a vote is taken. Changes must be ratified by a two-thirds vote of the Council members eligible to vote and present at such meeting. Amendments concerning accreditation issues and/or powers of the Boards of Commissioners or the AGB may be amended only by a two-thirds vote of the membership present at such a meeting of the Commission affected.

Note: Dissolution of the corporation shall be done in accordance with Kansas Statute §17-6805a. Dissolution of Nonprofit Corporation.