

**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 the 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 **national** 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 professional 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.

**ARTICLE III – FUNCTIONS**

SECTION ~~12~~. 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 collegiate business education and to develop and promulgate sound educational standards and practices for the accreditation of such programs.

- ~~1. To develop and promulgate sound educational standards and practices for the accreditation of business schools and programs.~~

- ~~2.—To maintain a national office to represent the Council and its members and to coordinate agreed-upon activities.~~
- ~~3.—To present the views of its members to other organizations, institutions, agencies, and the general public.~~
- ~~4.—To collect and disseminate statistics and other information.~~
- ~~5.—To commission research and projects.~~
- ~~6.—To sponsor meetings, conferences, workshops, and symposia.~~
- ~~7.—To conduct promotional activities, including advertising and publicity.~~
- ~~8.—To present appropriate awards and confer appropriate recognition such as for quality and excellence.~~
- ~~9.—To engage in any lawful activities that will enhance and promote the study of collegiate business education and apprise the public of its value, scope, and character.~~

### **ARTICLE ~~IV~~ III - MEMBERSHIP and CHAMPIONS**

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

1. Associate Degree-Granting Institutions. Any institution with U.S. based regional accreditation granting the associate degree ~~in business-related majors~~ as its highest business degree ~~may be granted membership in this category.~~
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 ~~may be granted membership in this category.~~
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. Affiliate Other Classes of Membership. ~~Educational institutions as defined by items, 1, 2 or 3 of this section who do not wish to pursue ACBSP accreditation status, may be granted membership in this category. Each Affiliate Member shall be entitled to serve as a voting member of any committee, taskforce, governing board, site team visit or any other similarly acting body but shall not be entitled to vote at any regional, annual or special meeting of the Council, either Commission or any regional council or any action in lieu of a meeting or otherwise convened meeting of any of the before-mentioned groups.~~ Other than the membership classes cited above, the Board 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 Procedure 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”) to the Council. This person will normally be the head or acting head of the unit that administers the business school or program at that institution. The Champion is designated as the person eligible to vote for the institution unless an alternate is appointed to act in the Champion’s stead. Each educational institution may have a designated co-champion as determined by ACBSP or the institution. In the absence of a Champion, co-champion or designated alternate at any regional, annual or special meeting of the Council or the respective commissions, another individual associated with the institution may be designated by the presiding officer to cast votes at any regional, annual or special meeting of the Council on behalf of the institution and upon approval of the qualified body so assembled.~~

~~SECTION 3. Voting by Educational Institution Members. At any meeting of the Council or respective commissions or regional councils, each educational institution member that is a full dues paying member or has paid a prorated annual dues rate, unless prohibited by these bylaws, will have one vote. Institutions with proportional annual dues will not have a vote.~~

~~SECTION 4. Corporate Membership. Corporate membership may be granted to business organizations, foundations, professional associations, government entities, and non-profit organizations with strategic interests in influencing collegiate business education and are supportive of the objectives of the Council. Entities that offer degrees in higher education or promote themselves as offering a degree shall not be eligible for corporate membership. Corporate members shall be entitled to serve as a voting member of any committee, taskforce, governing board, site visit team or any other similarly acting body but shall not be entitled to vote at any regional, annual or special meeting of the Council, either Commission or any Regional Council or any action in lieu of a meeting or otherwise convened meeting of any of the before mentioned groups.~~

~~SECTION 5. Individual Membership. Individual membership may be granted to those individuals who are not full-time employees of an academic institution but have strategic interests in influencing collegiate business education and who are supportive of the objectives of the Council. Individual Members shall be entitled to serve as a voting member of any committee, taskforce, governing board, site visit team or any other similarly acting body but shall not be entitled to vote at any regional, annual or special meeting of the Council, either Commission or any Regional Council or any action in lieu of a meeting or otherwise convened meeting of any of the before mentioned groups.~~

~~SECTION 6. Emeritus Membership. The Board of Directors may confer emeritus membership on an individual of superior professional qualifications. Each Emeritus Member shall be entitled to serve as a voting member of any committee, taskforce, governing board, site visit team or any other similarly acting body but shall not be entitled to vote at any regional, annual or special meeting of the Council, either Commission or any regional council or any action in lieu of a meeting or otherwise convened meeting of any of the before mentioned groups.~~

SECTION ~~7~~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 of Directors ~~of the Council on a case-by-case basis.~~
3. Other issues concerning Commission responsibility for accreditation not otherwise covered by these Bylaws will be determined by the Accreditation Governance Board (hereinafter “AGB”) ~~on a case-by-case basis.~~
4. Dual memberships and other forms of membership alliances with other related business organizations

shall be authorized by the Board of Directors ~~on a case by case basis.~~

~~SECTION 84. Revocation of Membership. Members failing to pay their annual dues, under the provisions of Article V, by December 31 shall have their membership revoked. Institutions that hold accreditation status by the Council shall lose their accreditation status if membership is revoked. The Council shall provide recourse procedures for the appeal of such revocations. 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 Procedure Manual.~~

#### ARTICLE IV - DUES, FEES, AND ASSESSMENTS

~~SECTION 1. Membership Dues. The annual dues for each membership category shall be established by the Board of Directors upon approval or revision of an annual budget.~~

~~SECTION 2. Fees. Fees for special services, such as workshops, consulting assistance professional services, accreditation application and visitations requirements, publications and other similar activities shall be established by the Board of Directors upon approval or revision of an annual budget.~~

~~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 that is called in accordance with the provisions of Article XVIII.~~

~~SECTION 4. Payment of Dues. Dues are payable upon application to membership and annually thereafter. Non-accepted applicants will receive a full refund. Notice of non-payment of dues shall be sent to delinquent members.~~

~~SECTION 45. Fiscal Year. The membership year of the Council shall be July 1 through June 30. The fiscal year of the association shall be January 1 through December 31 a twelve-month period as established by the Board of Directors. Dues may be prorated during the membership year reflecting the balance of membership year remaining upon application for membership.~~

#### ARTICLE VI - GOVERNANCE

~~SECTION 1. Officers of the Council. The Officers of the Council shall be a Chair of the Board of Directors (hereinafter "Board Chair"), Chair-Elect of the Board of Directors (hereinafter "Board Chair-Elect"), Vice Chair, President/CEO, Treasurer, and Secretary. All officers shall be elected by a majority vote of a quorum at the Annual Meeting of the Council. Additional Officers may be appointed from time-to-time to perform duties as defined by the Board.~~

~~SECTION 2. Duties of Council Officers and Directors.~~

- ~~1. Chair of the Board of Directors. The Chair of the Board of Directors shall act as the chief officer of the Council. The Chair of the Board of Directors shall preside at all meetings of the Council, the Board of Directors, and the Executive Committee. The Chair of the Board of Directors shall appoint individuals to fill committee vacancies not otherwise provided for in the Bylaws. The Chair of the Board of Directors shall perform all other duties pertaining to this office.~~
- ~~2. Chair-Elect of the Board of Directors. The Chair-Elect of the Board of Directors shall serve as advisor to the Chair of the Board of Directors and shall substitute for the Chair of the Board of Directors in his/her absence or if he/she is unable to serve.~~
- ~~3. Vice Chair. The Vice-Chair shall assist the Chair and Chair-Elect as necessary and shall substitute for the Chair-~~

Elect in his/her absence or if he/she is unable to serve.

~~3.~~ 4. Treasurer. The Treasurer shall be responsible for the appropriate stewardship of Council funds. The Treasurer ~~may~~ 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 the Board of Directors. ~~In conjunction with the Chair of the Board of Directors and the Chair of the Accreditation Governance Board,~~ The Treasurer shall coordinate the preparation of the annual budget, and arrange for a yearly audit ~~of the books~~ by a Certified Public Accountant. ~~and be responsible for an itemized account of all receipts, expenditures, and investments.~~ The Treasurer shall perform all ~~other~~ duties pertaining to this office.

~~4.~~ 5. Secretary. The Secretary shall assure an accurate recording of the minutes of the Annual Meeting, meetings of the Board of Directors ~~of the Council~~, 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 in that position or upon the election or appointment of a successor.
- b. The ~~Chair of the Board of Directors~~ Chair shall serve one term and ~~can~~ shall be succeeded by the Board Chair-Elect ~~of the Board of Directors~~ and serves the next following term as Immediate Past Chair ~~of the Board of Directors~~.
- c. The Board Chair-Elect ~~of the Board of Directors~~ will serve one term ~~as Chair-Elect of the Board of Directors, the following term as Chair of the Board of Directors~~ and the ~~next~~ following term as Immediate Past Chair of the Board of Directors Board Chair.
- d. The Vice Chair will serve one term as Vice-Chair, the next following term as Chair-Elect, the following term as Chair, and the next following term as Immediate Past Chair.
- de. The Treasurer and the Secretary are elected to serve a twothree-year term and may be re-elected to serve an additional twothree-year term, but may not serve consecutively for more than two terms.
- ef. At-Large Directors from each Commission are elected to serve a twothree-year staggered terms and may be re-elected to serve a consecutive additional twothree-year term, but may not serve consecutively for more than two terms.
- fg. The Chairs of the Associate Degree Commission, the Baccalaureate/Graduate Degree Commission and the ~~Accreditation Governance Board~~ AGB are ex-officio voting members on the Board of Directors for two a one-year terms, ~~serving during their second one-year term with the title of Immediate Past Chair.~~
- gh. A representative from the Council of Regional Board Chairs shall be selected annually by and from the Council of Regional Board Chairs to serve a one-year term on the Board of Directors. The appointments to this position shall rotate through the Regions in order.
- hi. The Public Members shall be appointed by the Board of Directors ~~of the Council~~ to serve a twothree-year staggered term or until a successor is appointed. The public member can be reappointed to two additional consecutive terms.
- ij. The twothree-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.

- jk. No elected individual may serve on the Board of Directors ~~of the Council~~ for more than seven consecutive years.
- kl. In the event of a vacancy, the Board of Directors ~~of the Council shall~~ may appoint an individual to serve the remainder of the unexpired term. In the event of a vacancy in the position of Chair-Elect ~~of the Board of Directors~~, 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:

- ea. ~~The Chair of the Board of Directors of the Council and Chair-Elect of the Board of Directors of the Council shall not be members of the same commission. The Chair and Vice Chair shall be from the same commission, while the Chair-Elect shall be from a different commission.~~ [NOTE: For the purposes of this paragraph, ~~and without application to any other provision contained in these Bylaws,~~ an institution which is a member of both Commissions shall be deemed to be a member of only the Baccalaureate/Graduate Degree Commission.
- ab. With the exception of the Chairs ~~and Immediate Past Chairs~~ of the two Boards of Commissioners and the ~~Accreditation Governance Board AGB~~, no individual shall serve simultaneously on the Board of Commissioners or the ~~Accreditation Governance Board AGB~~ and the Board of Directors ~~of the Council~~.
- bc. 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 an appointed 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 ~~17 or~~ 18 voting members: Chair ~~of the Board of Directors of the Council~~, Chair-Elect ~~of the Board of Directors of the Council~~, Vice-Chair, Treasurer, Secretary, Immediate Past Chair ~~of the Board of Directors of the Council~~, the Chair ~~and Immediate Past Chair~~ of the Associate Degree Commission, the Chair ~~and Immediate Past Chair~~ of the Baccalaureate/Graduate Degree Commission, the Chair ~~and Immediate Past Chair~~ of the ~~Accreditation Governance Board AGB~~, four six members at large with two three seats designated for Associate Degree schools and two three seats designated for Baccalaureate/Graduate Degree schools, a representative selected by ~~and from~~ the Council of Regional Board Chairs, and ~~one or~~ two representatives of the general public. The President/CEO shall be a non-voting ex-officio member of the Board of Directors ~~of the Council~~.
2. Powers. ~~The Board of Directors of the Council shall have such powers as are necessary and appropriate for the general management and oversight of the affairs of the Council. Included among its duties are:~~ Duties of the Board of Directors can be found in the Policy and Procedure Manual.
  - a. ~~Establishing the broad (non-accreditation) policies and procedures essential to accomplishing the objectives and appropriate functioning of the Council.~~
  - b. ~~Appointing a President/CEO and prescribing his/her duties and compensation.~~
  - c. ~~Establishing standing committees and ad hoc committees and prescribing their duties, terms of appointment, procedures for appointment, and annual charges.~~
  - d. ~~Approving the annual budget and conducting strategic fiscal planning.~~

- e. ~~Approving all policy statements of the Council.~~
- f. ~~Overseeing the management of the affairs, funds, and properties of the Council not otherwise provided for.~~
- g. ~~Monitoring the effectiveness of the documents, policies, procedures, and activities of the Council, and approving procedures for their evaluation and revision.~~
- h. ~~Articulating and reconciling differences between the Commissions in cooperation with the Accreditation Governance Board.~~
- i. ~~Monitoring membership recruitment, public relations, and recognition of the Council with the appropriate agencies or groups.~~
- j. ~~Issuing a membership directory of accredited programs and their institutions and other Council members.~~

#### SECTION 5. Executive Committee

1. Composition. The Executive Committee ~~of the Board of Directors of the Council~~ shall be composed of the Chair, Chair-Elect ~~of the Board of Directors of the Council~~, Vice Chair, Immediate Past Chair ~~of the Board of Directors of the Council~~, Treasurer, Secretary, and the Chairs of the two Boards of Commissioners and the Chair of the Accreditation Governance Board 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 ~~of the Council as authorized by the Board of Directors of the Council~~ in the manner and in accordance with authority granted by the Board.

#### SECTION 6. Committees (other than Commission Committees, ~~Accreditation Governance Board AGB~~ Committees, Nominating Committees, and the Executive Committee) and Task Forces.

1. Establishment. The Board of Directors ~~of the Council~~ shall establish, and modify, ~~and otherwise change the status of~~ all standing and ad hoc committees and task forces of the Council ~~including authority to act, number of members, terms of members, charges to act on behalf of the Council, and other details necessary to advise the Board of Directors of the Council~~ and otherwise conduct business on behalf of the Council.
2. Appointment. The ~~Chair of the Board of Directors of the Council~~ Chair shall may seek the advice and solicitation of names from ~~members of the Board of Directors of the Council~~ and the ~~Board Chair of the Boards~~ Chair ~~of the Boards~~ of each Regional Council in the appointment of vacancies on all standing committees and ad hoc committees, including their chair and vice chair. As as determined by the Board Chair, appointments may be made without such consultation.

### ARTICLE VII – ACCREDITATION GOVERNANCE

SECTION 1. Established Commissions. ~~There shall be a Commission of Associate Degree Programs to be referred to as the Associate Degree Commission and a Commission of Baccalaureate/Graduate Degree Programs to be referred to as the Baccalaureate/Graduate Degree Commission. 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.~~

~~An elected Accreditation Governance Board shall assist each Board of Commissioners in establishing, documenting and periodically reviewing broad accreditation policies and procedures essential to accomplishing the objectives and appropriate functioning of the two Commissions and the administration of the accreditation staff. 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 The AGB shall work with assist each Board of Commissioners as the boards 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. ~~One (1) member will represent the general public~~ There will be one public member. The ~~Director of Accreditation/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 ~~of the Council~~:
  - 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. 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.~~
  - 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. Approve and remove accreditation status of Associate Degree programs ~~including those within the~~



~~Associate Degree Commission and those within the Baccalaureate/Graduate Degree Commission.~~

- 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 ~~such other incidental~~ powers as ~~are reasonable and~~ 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 VIII, Section ~~34~~ 35. 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 ~~whose membership is revoked~~ 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 ~~will be~~ will are not ~~be~~ 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. 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 ~~and one (1) member shall represent the general public. 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 ~~of the Council~~:
  - 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 ~~Commission members 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 ~~35~~. 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. Development of Policies and Procedures. 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 ~~Accreditation Governance Board~~ AGB shall be composed of a total of eleven (11) members. Ten (10) elected members must represent institutions accredited by the Council. There will be one public member. ~~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 ~~Accreditation Governance Board~~ AGB.

The ~~Director of Accreditation~~ Chief Accreditation Officer/CAO is a non-voting ex-officio member of the ~~Accreditation Governance Board~~ 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~~ AGB shall have such powers as are necessary and appropriate for the general management of ~~the~~ accreditation activities ~~of the Council~~. Included among its duties are the following, which shall not be subject to review by the Board of Directors of the Council:
  - ~~a. Appointing a Chief Accreditation Officer and assigning his/her duties and compensation in line with the Council's personnel policies.~~
  - a. Establishing committees and prescribing their duties and charges as necessary to carry out the business of the ~~Accreditation Governance Board~~ AGB.
  - b. Cooperating with the ~~Chair of the~~ Board of Directors ~~of the Council~~ to articulate the needs, assessment and resources for the two Commissions.
  - c. Cooperating with the Board of Directors ~~of the Council~~ in the development of the Council's annual budget as it ~~may~~ relates to accreditation activities.
  - ~~d. Cooperating with the AGB Board Chair to articulate the needs, assessment and resources for the~~

~~two Commissions.~~

- d. Exercising such other ~~incidental~~ powers ~~as are reasonable~~ necessary to carry out the functions ~~previously enumerated of the AGB.~~
3. ~~Election of Members. Voting members of each of the Commissions (Associate and Baccalaureate/Graduate) will elect five (5) members from each commission to the AGB one (1) current member of each of the Boards of Commissioners and four (4) former members of each of the Boards of Commissioners. Appointment of a Public Member. The Public Member shall be appointed by the Accreditation Governance Board AGB to serve a three (3) year term or until a successor is appointed. The Public Member 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 ~~Accreditation Governance Board~~ 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~~ AGB, by not less than a two-thirds vote of the entire membership of the Board, may remove a member from office for cause.
5. Changes in Employment Status. Any member of the AGB except for the Public Member, who changes employer or position with the current employer, must have his or her continued eligibility as a member reviewed by the ~~Accreditation Governance Board~~ AGB and be reaffirmed or removed by a vote of not less than two-thirds vote of the entire membership of the ~~Accreditation Governance Board~~ AGB.
6. Vacancies. Any vacancies on the AGB ~~occurring because of ill health, resignation, or otherwise~~ shall be filled by recommendation of the respective Board of Commissioners and the appointment shall be ratified by the Board of Directors. Any member 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 members of the ~~AGB 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.~~
  - b. All newly elected AGB members shall take office at the close of the Annual Conference of the Council.
  - c. No member shall serve more than two (2) consecutive three-year terms of office.
8. Development of Policies and Procedures. The ~~Accreditation Governance Board~~ AGB shall develop its own policies and procedures, including the election of a Chair, Chair-Elect, and Secretary.

## **ARTICLE VIII – NOMINATIONS & ELECTIONS**

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

~~SECTION 2. Nomination and Election Procedures for Electing Council Officers and Board of Directors Members.~~

~~1. Appointment and Composition. A nominating committee shall be appointed by the Board of~~

~~Directors for the purpose of nominating officers of the Council and the at large members of the Board of Directors. The Committee shall consist of six (6) persons selected from the voting educational institution representatives to the Council; two (2) members of the Board of Directors (one of whom will serve as Chair of the Committee); two (2) from the Associate Degree Commission, at least one of which must represent an institution accredited by the Council; and two (2) from the Baccalaureate/Graduate Degree Commission, at least one of which must represent an institution accredited by the Council.~~

- ~~2. Process. Each year, at least thirty days prior to December 1, the President/CEO and the Nominating Committee, shall solicit from the voting membership recommendations for candidates for Officers and Board of Directors members of the Council all of which will be accumulated by the President/CEO. The President/CEO shall submit all recommendations to the Nominating Committee within ten (10) days after December 1. By January 31, the Nominating Committee shall submit to the President/CEO a slate of nominees for these positions. The President/CEO shall, prior to March 1, forward the slate to all voting institutional representatives, providing an opportunity for write-in nominations. Any write-in nomination must be submitted to the President/CEO prior to May 1. The President/CEO shall validate the names on a write-in nomination petition and disclose the names of persons listed on the petition only upon written request to the President/CEO. Write-in nominations of any individual for a given post received during this period from five percent (5%) of the total membership eligible to vote shall cause the name to appear on the ballot.~~
- ~~3. Representation. In nominating candidates for the Board of Directors of the Council, the Nominating Committee should nominate persons with due regard to representation of geographic areas and characteristics of member institutions.~~
- ~~4. Report of Nominating Committee. The report of the Nominating Committee shall be read at the National Annual Meeting. The Officers and Board of Directors Members of the Council shall be elected by a majority vote of official representatives present at that meeting.~~
- ~~5. Nominations from the floor. Motions to nominate from the floor whether seconded or not shall be declared out of order. The ruling of the Chair of the Council may not be appealed.~~

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, AGB, Associate Degree Board of Commissioners, and Baccalaureate/Graduate Degree Board of Commissioners.

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 Procedure 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 Procedure 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 ~~34~~. Nomination and Election Procedures for Members of the Accreditation Governance BoardAGB. The nomination and election procedures for members of the AGB will be contained in the AGB Policy and Procedure manual.

- ~~1.—Appointment and Composition. A nominating committee shall be appointed by the Accreditation Governance Board for the purpose of nominating members to the Accreditation Governance Board. The Committee shall consist of six (6) persons selected from the voting educational institution representatives to the Council: two (2) members of the Accreditation Governance Board (one of whom will serve as Chair of the Committee); two (2) from the Associate Degree Commission (one of which will be the current Chair of the Associate Degree Board of Commissioners) and two (2) from the Baccalaureate/Graduate Degree Commission (one of which will be the current Chair of the Baccalaureate/Graduate Degree Board of Commissioners). All members of the Nominating Committee must represent institutions accredited by the Council.~~
  - ~~2.—Process. Each year, at least thirty days prior to December 1, the President/CEO and the Nominating Committee shall solicit from the voting membership recommendations for candidates for positions open on the Accreditation Governance Board, all of which will be accumulated by the President/CEO. The President/CEO shall submit all recommendations to the Nominating Committee within ten (10) days after December 1. By January 31, the Nominating Committee shall submit to the President/CEO a slate of nominees for these positions. The President/CEO shall, prior to March 1, forward the slate to all voting institutional representatives, providing an opportunity for write-in nominations. Any write-in nomination must be submitted to the President/CEO prior to May 1. The President/CEO shall validate the names on a write-in nomination petition and disclose the names of persons listed on the petition only upon written request to the President/CEO. Write-in nominations of any individual for a given post received during this period from five percent (5%) of the total membership eligible to vote shall cause the name to appear on the ballot.~~
  - ~~3.—Representation. In nominating candidates for the Accreditation Governance Board, the nominating committee should nominate persons with due regard to representation of geographic areas and characteristics of member institutions.~~
  - ~~4.—Report of Nominating Committee. The report of the Nominating Committee shall be read at the National Annual Meeting. The Accreditation Governance Board Members shall be elected by a majority vote of official representatives present at that meeting.~~
  - ~~5.—Nominations from the floor. Motions to nominate from the floor whether seconded or not shall be declared out of order. The ruling of the Chair of the Council may not be appealed.~~
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 Procedure 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 45. Nomination and Election Procedures for Members of the Boards of Commissioners. The nomination and election procedures for members of the Boards of Commissioners will be contained in the Policy and Procedure manual.

- ~~1.—Appointment and Composition. Two nominating committees, one for each Commission, shall be recommended by the Chair and approved by the respective Board of Commissioners for the purpose of nominating members to the Boards for the two Commissions. Each Committee shall consist of five (5) persons selected from the voting institutional representatives of each Commission, the majority of which must represent institutions accredited by the Council. At least one member of each nominating committee will be a current member of their appropriate Board of Commissioners and will serve as Chair of their Committee.~~
- ~~2.—Process. Each year, at least thirty days prior to December 1, the President/CEO and the Nominating Committee of each commission, shall solicit from the voting membership recommendations for candidates for the positions open on their Boards of Commissioners all of which will be accumulated by the President/CEO. The President/CEO shall submit all recommendations to the Nominating Committee within ten (10) days after December 1. By January 31, the Nominating Committees shall submit to the President/CEO a slate of nominees for the above-named positions. All nominees must have the endorsement and sponsorship of their member institution. The President/CEO shall, prior to March 1, forward the slate to all voting institutional representatives, providing an opportunity for write-in nominations. Any write-in nomination must be submitted to the President/CEO prior to May 1. The President/CEO shall validate the names on a write-in nomination petition and disclose the names of persons on the petition only upon written request to the President/CEO. Write-in nominations of any individual for a given post received during this period from five percent (5%) of the total membership represented by the Commission shall cause the name to appear on the ballot.~~
- ~~3.—Representation. In nominating candidates for the Boards of Commissioners, the Nominating Committee shall select persons with due regard to representation of all regions and characteristics of member institutions.~~
- ~~4.—Report of the Nominating Committee. The report of the Nominating Committee shall be read at the National Annual Meeting of the respective Commission. The Commissioners shall then be elected by a majority vote of official representatives of each Commission present at that meeting.~~
- ~~5. Nominations from the floor. Motions to nominate from the floor whether seconded or not shall be declared out of order. The ruling of the Chair of the Council may not be appealed.~~
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 Procedure 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 (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 ~~Accreditation Governance Board AGB~~ when the incumbent is unable for any reason to act effectively or is disqualified under the Bylaws. ~~The Board of Directors shall have the power to make appointments to fill such vacancies created by recall as provided for in these 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 these Bylaws.~~

## ARTICLE ~~IX~~VIII - MEETINGS

SECTION 1. Annual Business Meeting of the Council. The Annual Business Meeting (sometimes “Annual Conference”) of the Council shall be held during the ~~National~~ Annual Conference. The Board of Directors ~~of the Council~~ will designate a Conference meeting date in the best interest of the Council. ~~An appropriate registration fee may be assessed as approved by the Board of the Council.~~

SECTION 2. Annual Meetings of the Commissions. Each Commission shall meet during the ~~Council’s National~~ Annual Conference.

SECTION 3. Action Outside of the Annual Meetings Conference. ~~Any aAction of the Council or of its Commissions requiring approval or ratification by a vote of the membership may be taken by conducting an official vote of the Council’s membership using a fax or electronic ballot. Such action may be commenced at any time by the Chair of the Board of Directors of the Council with the approval of the Board of Directors of the Council, and shall require notice to each voting institutional representative specifically stating the action to be voted upon using this action in lieu of meeting procedure. An official act of the Council or of its Commissions shall be effective using these procedures upon submission to the Council’s home office of a sufficient number of fax or electronic ballots to indicate approval by the required majority of the institutional members authorized to vote on the proposal under these Bylaws. The results of any Council or Commission action conducted by fax ballot or electronic vote in lieu of a meeting shall be reported at the next Annual Meeting and made part of the record of the Council outside of the Annual Conference shall be governed by the Policy and Procedure Manual.~~

SECTION 4. Regular Meetings of the Boards. ~~The Board of Directors of the Council, each of the Boards of Commissioners, and the Accreditation Governance Board shall meet at~~Procedures governing regular and special meetings and Board actions-in-lieu-of-a-meeting shall be set forth in the Policy and Procedure 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. ~~Meetings of the~~ Executive Committee Meetings. ~~The Executive Committee of the Board of Directors of the Council shall meet as needed at the request of the President or the written request to the President/CEO or two (2) members of the Executive Committee. Such special meetings of the Executive Committee 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. Procedures governing the meetings of the Executive Committee shall be set forth in the Policy and Procedure Manual.~~

SECTION 8. Quorum. A majority of the members of the Board of Directors ~~of the Council~~, Executive Committee, Boards of Commissioners or the ~~Accreditation Governance Board~~ AGB shall constitute a quorum thereof. A quorum of any ~~National Annual~~ 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 ~~of the Council~~, with responsibility for carrying out the policies and procedures ~~of the Council~~ 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 ~~of the Board of Directors of the Council~~.

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

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

#### ARTICLE XI – Chief Accreditation Officer ~~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 ~~is~~ appointed by the ~~Accreditation Governance Board~~ AGB in consultation with the President/CEO and coordinates the accreditation process and all related activities on behalf of the ~~Associate Degree Commission and the Baccalaureate/Graduate Degree two Boards of Commissioners; including the signing of legal contracts and agreements as they relate to accreditation activities in consultation with the Chair of the Accreditation Governance Board.~~

SECTION 2. The Chief Accreditation Officer/CAO shall ~~have an employment contract and shall~~ be subject to an annual performance review by the ~~Accreditation Governance Board~~ AGB in conjunction with the President/CEO.

SECTION 3. The Chief Accreditation Officer/CAO shall be an ex-officio member of the two Boards of Commissioners and the ~~Accreditation Governance Board~~ AGB.

#### ARTICLE XII - REGIONAL COUNCILS

~~SECTION 1. Delineation of Regional Councils. To facilitate the furtherance of its objectives, the Council authorizes the establishment of ten (10) Regional Council (“Regional Councils or sometimes Regions”) that shall operate under the authority of the Board of Directors of the Council and in accordance with these Bylaws. These Regional Councils have been named as follows and will operate within the geographic Regions region designated:~~

~~Region 1 — Northeastern Council of Business Schools and Programs: Connecticut, Maine, Massachusetts, New Hampshire, New Jersey, New York, Puerto Rico, Rhode Island, Vermont, the U. S. Virgin Islands, and the Canadian Provinces of Newfoundland, Labrador, Prince Edward Island, Nova Scotia, New Brunswick, and Quebec.~~

~~Region 2 — Eastern Council of Business Schools and Programs: Delaware, District of Columbia, Maryland, Pennsylvania, Virginia, West Virginia.~~

~~Region 3 — Southeastern Council of Business Schools and Programs: Alabama, Florida, Georgia, Kentucky, Mississippi, North Carolina, South Carolina, Tennessee, and the British Overseas Territory of Bermuda.~~

~~Region 4 — Great Lakes Council of Business Schools and Programs: Illinois, Indiana, Minnesota, Michigan, Ohio, Wisconsin, and the Canadian Province of Ontario.~~

~~Region 5 — Midwestern Council of Business Schools and Programs: Iowa, Kansas, Missouri, Nebraska, North Dakota, South Dakota, and the Canadian Province of Manitoba.~~

~~Region 6 — Southwestern Council of Business Schools and Programs: Arkansas, Louisiana, New Mexico, Oklahoma, and Texas.~~

~~Region 7 — Western Council of Business Schools and Programs: Alaska, Arizona, California, Colorado, Hawaii, Idaho, Montana, Nevada, Oregon, Utah, Washington, Wyoming, and the Canadian Provinces of Saskatchewan, Alberta, British Columbia, and the Canadian Territories of Yukon, Nunavut and the Northwest Territories.~~

~~Region 8 — International Council of Business Schools and Programs: Member institutions located outside the United States not otherwise designated to another region.~~

~~Region 9 — Latin American Council of Business Schools and Programs: Member institutions located in any portion of Mexico, Central America, South America, or the Caribbean (other than Puerto Rico or the U. S. Virgin Islands).~~

~~Region 10 — South Asia Council of Business Schools and Programs: Member institutions located in India, Pakistan, Bangladesh, Bhutan, Nepal, Maldives, Afghanistan, Iran, Sri Lanka, Tibet, Cambodia, Laos, Myanmar (Burma), Thailand, Vietnam, Malaysia, and Singapore.~~

~~SECTION 2. Membership of Regional Councils. The membership of the Regional Councils shall be the Educational Institution members, Individual members, and Emeritus members of the Council residing within the respective Regions. These shall include the members of both the Associate Degree Commission and Baccalaureate/Graduate Degree Commission. Corporate members shall be designated members of all Regions and shall not vote in meetings of the Regional Council but may be granted other voting privileges as established in Article IV, Section 4 of these bylaws.~~

~~SECTION 3. Voting Privileges. Each voting delegate of a Regional Council shall be the member institutions' designated champion or co-champion unless the champion or co-champion designates an alternate in writing. In the absence of a champion, co-champion or a designated alternate at any regional meeting another individual affiliated with the institution may be designated by the presiding officer, after approval by the qualified body so assembled, to cast votes on behalf of the institution. The membership list and designated champion and co-champion will be maintained in the Council's national office.~~

~~SECTION 4. Purposes. The purposes of the Regional Councils are:~~

- ~~1. To provide a regional forum to foster a better understanding of business education and for the exchange of ideas concerning collegiate business education programs, curriculum, and articulation among member institutions.~~
- ~~2. To assist member institutions in the Region in their efforts to improve their professional business schools and programs and to assist them in their efforts to attain and maintain accreditation.~~
- ~~3. To provide the Council's Board of Directors with ideas and recommendations with regard to how the Council can better serve its membership.~~
- ~~4. To work with the Council's Board of Directors, President/CEO, and staff to achieve the goals and objectives of the Council.~~
- ~~5. To provide opportunity to focus on membership expansion and related service.~~

#### SECTION 5. Officers of Regional Councils.

- ~~1. Officers and Management. Each Regional Council by election shall choose directors and officers to manage the affairs of the Regional Council. The choice of what officers to elect and what title to apply to those positions shall be a decision of each Region individually subject to the following conditions as they are outlined further in this section. In compliance with this section, it is anticipated that each Region will amend its bylaws to create a Board of Directors and appropriate officers to govern the Region.~~
- ~~2. Chair of the Board of Directors. There will be an officer position that has the appropriate powers of a Chair of the Board of Directors whether titled that way or not. This officer shall preside at all Regional Meetings and unless otherwise set forth in the bylaws, shall appoint committee members and designate the chair of each committee. This power of appointment, subject to the stated requirements to the contrary of any existing Regional Council bylaws, shall include the power to appoint successors for vacant officer positions on the Regional Council that may occur from time to time during their incumbency but only to fill the remaining unexpired term. The Chair of the Board of Directors will act as one of the two Regional representatives on the Council's Council of Regional Board Chairs. Chairs may not succeed themselves in office for more than two full terms.~~
- ~~3. Vice Chair of the Board of Directors (may be Chair-Elect). There will be an officer position that has the appropriate powers of the Vice Chair of the Board of Directors whether titled that way or not. This officer shall assume the duties of the Chair of the Board of Directors in the event that the office of Chair of the Board of Directors is vacated or the Chair of the Board of Directors is incapable of acting in that capacity. This officer may have additional duties assigned to them by the Regional Council. The Vice Chair of the Board of Directors will act as one of the two Regional representatives on the Council's Council of Regional Board Chairs. Vice Chairs may not succeed themselves in office for more than two full terms.~~
- ~~4. Secretary. There will be an officer position that has the appropriate powers of the Secretary whether titled that way or not. This officer shall be the custodian of the Regional records (other than financial) and shall take minutes of the Regional Council's and Board of Director's meetings. This officer may have additional duties assigned to them by the Regional Board of Directors. This officer may succeed themselves in office.~~
- ~~5. Treasurer. There will be an officer position that has the appropriate powers of the Treasurer whether titled that way or not. This officer shall be the custodian of the Regional financial records and shall be~~

~~the steward of the Regional Council's funds and other assets. This officer is responsible for preparing financial reports on the financial condition of the region and distributing those reports at regional meetings or otherwise at the direction of the Chair of the Board of Directors or the Board of Directors by board policy. This officer may have additional duties assigned to them by the Regional Council. This officer may succeed themselves in office.~~

~~6. Combined Offices. The positions of Secretary and Treasurer may be combined into one office or not at the discretion of the Regional Council. No other positions may be concurrently held by one person.~~

~~7. Additional Description of Duties. The description of the officers and their duties shall be set forth in the Regional Council's bylaws as they may exist.~~

~~8. Resignation or Removal from Office. Any Regional Officer whose institution resigns from membership or whose membership is revoked shall immediately be removed from office. Any Regional Council may establish in their bylaws additional reasons for removal from office and a process for removal of any regional officer.~~

#### SECTION 6. Elections

~~1. Elections Generally. Elections for officer positions will be held at a regularly scheduled meeting of the Regional Council.~~

~~2. Terms of Office. Terms are for one year and shall begin on July 1 and end on June 30 of the following year.~~

~~3. Contested Elections. Contested elections shall always be held by secret ballot and those ballots allied by tellers appointed by the presiding officer for the purpose of counting and reporting the election results. Once the election results are presented to the Regional Council, the presiding officer declares the candidate(s) for office elected and if the candidate accepts the position.~~

~~4. The election is final and may not be reconsidered. Until it is final it may be reconsidered by appropriate motion made to reconsider. Ballots are confidential and may not be disclosed or discussed except to and by the President and the appointed tellers. After a vote is declared final the ballots are to be destroyed.~~

~~5. Offices Alternate between Commissions. Candidates for Presiding Officer and Vice-Chair and members appointed to fill a vacant Vice-Chair position should alternate between members of the Associate-Degree Commission and the Baccalaureate/Graduate-Degree Commission, if possible. Nothing in this section shall prevent the Regions from adopting an election process that provides for the Vice-Chair to automatically succeed to the position of Chair when the Chair's term ends whether by vacancy or not. It is anticipated by the inclusion of this section that the Regions will adopt such a succession plan for their officers.~~

~~SECTION 7. Committees. Each Regional Council by requirement of the bylaws, general action of the Regional Council or by action of the Regional Board of Directors may establish such standing and ad hoc committees as deemed necessary or appropriate to carry out the purposes of the Regional Council.~~

#### SECTION 8. Finances.

~~1. Dues. No Regional Council membership dues shall be assessed. A Regional Council may charge a registration fee for attendance at its regional meetings or it may seek contributions from businesses and~~

~~other organizations to cover operating costs.~~

~~2. Accounting of Monies. The Treasurer of a Regional Council, or officer position having the appropriate powers of the Treasurer, shall be responsible for the accounting of the monies the Regional Council receives and disburses.~~

~~3. Dissolution. In the event of dissolution of a Regional Council, any remaining funds, after paying all liabilities, shall become the property of the Council.~~

~~SECTION 9. Meetings. Regional Councils shall hold at least one meeting a year, called the annual meeting, at which it will conduct the business of the respective Council. In addition to a business meeting and election of officers and directors, the meeting may include programs of interest to members, efforts to recruit new members, or other functions deemed appropriate. The annual meeting may be held at the National Annual Meeting of the Council or at such other time and place as the Regional Council may deem appropriate or provided for in their bylaws.~~

~~SECTION 10. Annual Reports. The Chair of the Board of Directors of a Regional Council, or officer position having the appropriate powers of a Chair of the Board, shall make an annual report to the Council's President/CEO. It shall include a summary of activities conducted during the past twelve months, a record of financial activities, and a plan of action listing the activities the Council plans to carry out during the coming year. The annual report shall cover the period July 1 through June 30 of the year in which the submitting Regional Council Chair of the Board held office.~~

~~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 Procedure manual.~~

## **ARTICLE XIII - RULES OF ORDER**

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

## **ARTICLE XIII~~V~~ - AMENDMENTS**

SECTION 1. Amendments. The Bylaws may be amended by a recommendation of the Board of Directors ~~of the Council~~ 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 ~~Accreditation Governance Board~~AGB may be amended only by a two-thirds vote of the membership present at such a meeting of the Commission affected.

## **ARTICLE XI~~V~~ DISSOLUTION**

~~SECTION 1. Disposition of Assets. In the event of corporate dissolution of the Council the Board of Directors shall have the power and is hereby authorized to dispose for cash all property and securities belonging to the Council. The amount of such cash less necessary expenses shall be added to any existing bank balance. The total sum, at the discretion of the Board holding office at the time of dissolution, shall be spent for some~~

~~educational project in the field of collegiate education for business; this action to be taken within approximately one (1) year from date of dissolution.~~

SECTION 1. Dissolution of the corporation shall be done in accordance with Kansas Statute - Dissolution of Nonprofit Corporation.