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**BYLAWS OF THE
COMMISSION ON ACCREDITATION OF
ALLIED HEALTH EDUCATION PROGRAMS**

A Nonprofit Organization Incorporated in the State of Illinois

ARTICLE I - NAME

The name of this organization shall be Commission on Accreditation of Allied Health Education Programs (CAAHEP).

ARTICLE II - PURPOSES

The purposes of CAAHEP are as follows:

1. To promote and support the education of competent and caring allied health professionals and the continued improvement of allied health education programs;
2. To inform the public of the status of the Commission's educational programs;
3. To establish standards of accreditation based on input from the profession and other communities of interest;
4. To maintain the integrity and assure the credibility of the process of accrediting allied health education programs;
5. To enhance and promote dialogue among all parties and accrediting agencies in the allied health professions regarding the issues that affect the accreditation of allied health education programs and to take a leadership role in coordinating a collective approach to addressing the resolution of problems in the allied health professions;
6. At the request of any institution maintaining an allied health education program, to provide accreditation and related coordination services for allied health education and recognize any bodies offering allied health education programs that meet or exceed established minimal criteria;
7. To compile, analyze, and disseminate information and data on allied health education and accreditation within the allied health educational system;
8. To promote the study of critical issues in allied health education and accreditation and respond to the changing health care needs of society by assisting institutions offering allied health education programs that seek to respond creatively and appropriately to public policy initiatives;
9. To engage in charitable, educational, or other substantially related activities.

ARTICLE III - REGISTERED OFFICE AND AGENT

CAAHEP shall have and continuously maintain in the State of Illinois a registered office and an agent whose office shall be identical with such registered office. It may have such other offices within or without the State of Illinois and such other registered agents as the Board of Directors may from time to time determine.

ARTICLE IV - DEFINITIONS

The definitions of the following terms apply throughout the Bylaws:

1. Accreditation standards – Qualitative and quantitative assessments of an allied health education program's compliance with criteria as described in a document called **Standards**.
2. Recent allied health graduate - An individual who successfully completed a CAAHEP-accredited allied health educational program within the three years before the year in which the individual is appointed by the Board of Directors to membership in CAAHEP.

ARTICLE V - MEMBERSHIP

Section 1: Categories. CAAHEP shall have five categories of membership. The designation and qualifications of the members of each category shall be as follows:

- A. **Sponsoring Organization Member** – Organization or agency that establishes or supports one or more Committee(s) on Accreditation and supports the accreditation system.
- B. **Committee on Accreditation Member** – Organization or agency that evaluates allied health education programs that have requested CAAHEP accreditation. Committees on Accreditation shall have policies, procedures and practices for standardized and equitable program evaluation that are consistent with CAAHEP policies.
- C. **Educational Institution Member** - Representative from an institution that assumes responsibility for the conduct of allied health education and maintains a CAAHEP-accredited educational program.
- D. **Public Member** - Representative of the public, including recent allied health graduates and the general public.
- E. **Associate Member** – National organization or agency that has requested of the Commission the addition of a health science discipline to the CAAHEP system and is working toward formation of a new Committee on Accreditation for that discipline.

Section 2: Membership. An organization/agency in Categories A, B and E shall become a member upon approval by the Commission and payment of the prescribed dues, assessment, and/or initiation fees. Category D individuals shall become members upon election by the Board of Directors pursuant to Article V, Section 3. Educational Institution Members (Category C) shall become members when one or more of their programs become CAAHEP-accredited.

Section 3: Representation. The representation of the Commission shall consist of the following:

- A. Each member, either individually or as part of a member group, has the right to the number of representatives ("Commissioner(s)") as set forth in Article VI, Section 2. All Commissioners are to be selected in accordance with the procedures set forth in Article VI, Section 3. Each member or member group, whichever is applicable, shall designate in writing the individual(s) to serve as its Commissioner(s). The Board of Directors shall designate in writing the Commissioner(s) selected by the Board of Directors to represent those members appointed by the Board. Commissioner(s) shall have full authority to vote on behalf of and act for the member or member group represented in all matters coming before CAAHEP.
- B. For each Commissioner so designated, an Alternate may be designated in writing by the appointing body, who, in the absence of the Commissioner, shall have full authority to vote for such member or member group at any meeting of the Commission at which the relevant Commissioner would have the right to vote if present. An Alternate may not serve in the place of the applicable Commissioner in any elected or appointed position of CAAHEP held by the Commissioner. An Alternate may only vote in the place of a Commissioner at Commission meetings.

Section 4: Voluntary Membership Termination. Any member may terminate its membership; however, such member shall be obligated to pay all dues, assessments, and any other indebtedness to CAAHEP for the fiscal year in which it terminates its membership. Such termination notice shall be in writing and delivered to the Executive Director.

Section 5: Membership Termination. Any member may be suspended or expelled, for cause, by a two-thirds vote of the entire Commission, provided that the member shall have been furnished a full statement of the charges against such member and shall have been afforded adequate opportunity for a hearing to be conducted by the Board of Directors in accord with CAAHEP policies as established by the Commission and Article XI, Rules of Order.

ARTICLE VI - COMMISSION

Section 1: Commission. The Commission shall be comprised of Commissioners who have been duly appointed/elected by a member, member group, or the Board of Directors as set forth in Article VI, Section 3.

Section 2: Composition. The composition of the Commission shall be as follows:

<u>Category of Membership</u>	<u>Number of Commissioners</u>
A. Sponsoring Organizations.	One (1) per Sponsoring Organization
B. Committees on Accreditation.	One (1) per Committee on Accreditation
C. Educational Institution Member	
(i) Four year institutions [appointed by the Assn of Schools of Allied Health Professions]	Five (5) total
(ii) Two year institutions [appointed by the Natl Network of Health Career Programs in Two-Year Colleges]	Five (5) total
(iii) Hospitals and the Dept of Veterans Affairs	Three (3) total

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| (iv) Dept of Defense, Proprietary Institutions
and vocational/technical institutions | Three (3) total |
| (v) Four year and two year institutions where neither
the institution nor the representative is a member of
ASAHP or the National Network | Two (2) total |
| D. Recent Allied Health Graduates | One (1) total |
| General Public | Two (2) total |
| E. Associate Members | One (1) per association |

Section 3: Selection. Commissioners shall be selected as follows:

- A. Commissioners representing Categories A, B, C(i), C(ii) and E are to be appointed/elected by the Member Group in accordance with that body's appointment/election procedures.
- B. Commissioners representing Categories C(iii), C(iv), C(v) and D will be elected by the Board of Directors from nominations received and/or solicited from the constituency to be represented by the Commissioner.

Section 4: Powers, Duties, and Responsibilities. In addition to any powers, duties, and responsibilities of the Commission set forth elsewhere in these Bylaws, the powers, duties, and responsibilities of the Commission include the following:

- A. CAAHEP's bylaws, mission, and vision statements must be approved by the Commission.
- B. The Commission shall approve all Category A, B and E members.
- C. The Commission shall determine whether an occupation is eligible to participate in the CAAHEP system.
- D. The Commission shall monitor the Board of Directors' development of accreditation standards and accreditation activities to assure the quality and equity of CAAHEP's accreditation practices.
- E. The Commission shall seek to achieve national recognition as an accrediting agency through appropriate national and/or international recognized agency(ies) as deemed necessary.
- F. The Commission shall secure liability insurance coverage and retain legal counsel for CAAHEP, its appointed and elected committees, and all Committees on Accreditation.

Section 5: Term and Tenure of Commissioners. The terms of Commissioners shall be three years. All terms of office due to expire do so at the close of CAAHEP's fiscal year (June 30).

Section 6: Vacancies. Commission vacancies resulting from expiration of term, resignation, death, or any other reason shall be filled by the member or member group that appointed/elected the Commissioner whose departure has created a vacant Commissioner's position, or in the case of Categories C(iii), C(iv), C(v) and D Commissioners, the Board of Directors, in accordance with the selection procedures set forth in Article VI, Section 3. A Commissioner selected to fill such a vacancy shall serve for a full term as set forth in Article VI, Section 5.

Section 7: Loss of Powers, Rights, Privileges, and Benefits. A Commissioner representing either a member that has not paid its dues within thirty days of its membership renewal date or a member from a member group that has not paid its dues within thirty days of its membership renewal date shall lose all the powers, rights, privileges, and benefits of a Commissioner. A Commissioner losing the powers, rights, privileges, and benefits of a Commissioner under this Section shall be reinstated as a Commissioner upon payment of dues by the delinquent member. Upon reinstatement, the Commissioner shall serve the remainder of the term for which he or she was appointed/elected. A loss of privileges under this Section shall not constitute a vacancy under Article VI, Section 6.

Section 8: Censure, Suspension, and Expulsion. A Commissioner may be censured, suspended, or expelled for cause by a two-thirds vote of the Commission provided that the member shall have been furnished a full statement of the charges against such Commissioner and shall have been afforded adequate opportunity for a hearing to be conducted by the Board of Directors in accordance with CAAHEP policies as established by the Commission and Article XI, Rules of Order.

Section 9: Commission Meetings. The following shall constitute Commission meetings:

- A. Annual Meeting - The Annual Meeting of the Commission shall be held at such day, time, and place as the Board of Directors shall fix. The President shall preside at all meetings of the Commission.
- B. Special Meetings - Special meetings of the Commission may be called by the President, a majority of the entire Board of Directors, or a majority of all Commissioners.

Section 10: Notice of Meetings. The following meeting notices shall be observed:

- A. Annual Meeting - Written notice stating the place, day, hour, and purpose(s) of the annual meeting of the Commission shall be delivered at least thirty days but not more than sixty days in advance by or at the direction of the person(s) calling the meeting to each Commissioner entitled to vote at such meeting. The purpose(s) of the annual meeting must be specified by written agenda in the notice.
- B. Special Meetings - Written notice stating the place, day, hour, and purpose(s) of any special meeting of the Commission must be made at least five business days but not more than sixty days in advance by or at the direction of the person(s) calling the meeting to each Commissioner entitled to vote at such meeting. The purpose(s) of any special meeting must be specified by written agenda in the notice.
- C. Organizational/Structural Meetings - Written notice stating the place, day, hour, and purpose(s) of any meeting of the Commission regarding the removal of one or more members of the Board of Directors, or a merger, consolidation, dissolution or sale, lease or exchange of assets must be made at least twenty days but not more than sixty days in advance by or at the direction of the person(s) calling the meeting to each Commissioner of record or Board of Directors member entitled to vote at such meeting.

Section 11: Quorum. A majority of Commissioners registered at a meeting – including at least one Commissioner representing an Educational Institution Member group, one Commissioner representing a Sponsoring Organization, and one Commissioner representing a Committee on Accreditation – shall constitute a quorum.

Section 12: Voting. All actions of the Commission shall be by majority vote at a meeting of the Commission. Except as otherwise provided by the Bylaws or required by law, voting by Commissioners shall be in person only, and each Commissioner is entitled to one vote. An Alternate may only vote in the place of a Commissioner at Commission meetings.

Section 13: Action. Any act of a majority of the Commissioners present and voting at a meeting in which a quorum is present shall be the act of the Commission, except as otherwise provided by law or these Bylaws.

Section 14: Records. CAAHEP shall keep correct and complete books and records of account and minutes of the meetings of the Commission, Board of Directors, and any other committees having any of the authority of the Commission or Board of Directors. CAAHEP shall keep at its registered or principal office a record of the names and addresses of the Commissioners and corresponding Alternates entitled to vote. All CAAHEP books and records may be inspected by any Commissioner entitled to vote or that Commissioner's agent or attorney for any purpose at any reasonable time.

Section 15: Compensation. Except as otherwise provided herein, all Commissioners shall serve without pay and shall not be reimbursed by CAAHEP for expenses of attendance at meetings of the Commission. CAAHEP may reimburse Commissioners representing either the Recent Allied Health Program Graduate or the public for reasonable expenses incurred in attending meetings of the Commission.

ARTICLE VII - BOARD OF DIRECTORS

Section 1: Board of Directors. The Board of Directors is the accrediting body of CAAHEP that awards or denies accreditation after review of accreditation recommendations made by the Committees on Accreditation, and is the administrative body that implements the mission and vision adopted by the Commission. The Board of Directors shall have fifteen (15) members. Only current Commissioners and Commissioners-Designate shall be eligible to run for the Board of Directors. The Commission shall elect the following members of the Board of Directors: a) four members representing Sponsoring Organizations [Article VI, Section 2(c)]; b) four members representing the Committees on Accreditation [Article VI, Section 2(b)]; c) two members representing Educational Institution Members [Article VI, Section 2(C)(i)] and two members representing Educational Institution Members [Article VI, Section 2(C)(ii)]; one "at-large" member representing members in Article VI, Section 2(A) through 2(C). Two members representing Public Members [Article VI, Section 2(D)] shall be elected by the Board of Directors.

Section 2: Selection, Status, and Representation. A candidate for the Board of Directors shall be a Commissioner or Commissioner-Designate at the time of nomination. If elected, the candidate shall continue as a Commissioner and must remain a Commissioner in order to continue to serve on the Board of Directors. A Commissioner, while serving on the Board of Directors, may change representation provided the composition set forth in Article VII, Section 1, is maintained. A Board of Directors member cannot serve in any additional elected position of CAAHEP other than as a Commissioner while in office. The members of the Board of Directors shall be duly elected by the Commission at the annual meeting. Board of Directors members' terms shall begin on July 1st following the election.

Section 3: Power, Duties, and Responsibilities. In addition to any powers, duties, and responsibilities of the Board of Directors set forth elsewhere in these Bylaws, the powers, duties, and responsibilities of the Board of Directors include the following:

- A. The Board of Directors shall approve and implement CAAHEP policy.
- B. The Board of Directors shall be responsible for managing CAAHEP's property, business, fiscal planning, accounting, and affairs.

- C. The Board of Directors shall select an Executive Director who shall be the administrative officer in charge of CAAHEP staff. The Board of Directors shall oversee the activities of the CAAHEP staff through the Executive Director to assure the quality of the CAAHEP staff's activities and that the activities are in accord with CAAHEP policy.
- D. The Board of Directors shall establish criteria and develop policies and procedures for evaluating existing health professions or emerging health professions that request the accreditation services of CAAHEP and, when appropriate, recommend to the Commission that a particular profession be allowed to participate in the CAAHEP system. The Board of Directors shall provide a report of its activities for the preceding year to the Commissioners at the annual meeting of the Commission.
- E. The Board of Directors shall provide a report of its activities for the preceding year to the Commissioners at the annual meeting of the Commission.
- F. The Board of Directors shall establish and implement the accreditation appeals procedure.
- G. The Board of Directors shall guide and review the development, revision, and evaluation of accreditation standards and criteria as well as CAAHEP policies, procedures, and practices.
- H. The Board of Directors shall approve on behalf of CAAHEP the accreditation **Standards** as submitted by the Committees on Accreditation.
- I. The Board of Directors may establish special committees as needed.
- J. The Board of Directors on behalf of CAAHEP shall confer, deny, or withdraw the statuses of public recognition related to accreditation after reviewing the recommendations submitted by a Committee on Accreditation.
- K. The Board of Directors shall formulate criteria for participation of Committees on Accreditation in the CAAHEP system. The Board shall make a recommendation to the Commission to approve the membership of a new Committee on Accreditation.
- L. The Board of Directors shall establish quality assurance and improvement criteria for Committees on Accreditation.
- M. The Board of Directors shall formulate policy, procedures, and practices for consistent programmatic evaluation for approval or review in accordance with these Bylaws to be used by the Committees on Accreditation.
- N. The Board of Directors shall maintain confidentiality of information collected during the accreditation review process.
- O. The Board of Directors shall secure liability insurance coverage and retain legal counsel for CAAHEP, its appointed and elected committees, and all Committees on Accreditation.
- P. The Board of Directors shall fulfill any other duties and responsibilities assigned by the Commission.

Section 4: Conflicts of Interest. A conflict of interest shall be deemed to exist with respect to a particular matter when any member of the Board of Directors would be involved in the consideration of any accreditation action having a direct bearing on the profession or an educational program in that discipline represented by the member. In that circumstance, any member having such a conflict of interest shall abstain from any and all consideration, discussion, decision, and voting upon the matter, and shall be required to leave the room during the time the matter is acted upon.

Section 5: When acting in the capacity as a member of the Board of Directors, each member shall have a fiduciary duty to act in the best interests of CAAHEP, irrespective of that member's obligations to any other organization.

Section 6: Term and Tenure. The term of the Board of Directors members shall be three years. Each member may be elected to serve a maximum of two consecutive terms. Terms of office shall begin on the July 1st following the election.

Section 7: Vacancies. Board of Directors vacancies occurring between annual meetings shall be filled by the Board of Directors. The Board of Directors shall appoint a Commissioner representing the same constituency represented by the Commissioner whose departure has created the vacant position on the Board of Directors. The Commissioner so appointed shall hold the same office held by his predecessor for the remainder of the predecessor's term. For purpose of re-election, the completion of an appointed term shall not constitute an elected term.

Section 8: Removal. Any member of the Board of Directors may be removed by an affirmative vote of two-thirds of the votes present in person at a meeting of the Commission. Such removal shall be without prejudice and shall not constitute termination as a Commissioner absent a separate vote by the Commission in accordance with Article VI, Section 8.

Section 9: Board of Directors Meetings. Board of Directors meetings shall be held at least twice a year, and one of these meetings must be in conjunction with the annual meeting. The Board of Directors may provide by resolution the time, day, hour, and place of any additional regular meetings. The President or any ten members of the Board of Directors then in office may call for a special meeting of the Board of Directors. Any authorized person who calls a special meeting must fix the time and place for such meeting.

Section 10: Notice of Meetings. Written notice stating the place, day, hour, purpose(s) of, and business to be transacted at any meeting of the Board of Directors shall be delivered to each member of the Board of Directors at least fifteen days in advance by or at the direction of the person(s) or entity(ies) calling the meeting.

Section 11: Quorum. For purposes of transaction of business at any meeting of the Board of Directors, a quorum shall be constituted by a simple majority of the Board, two of whom shall be officers of the Board. The simple majority shall include at least one representative from each category of membership represented on the Board.

Section 12: Action. Any act of a majority of the members present and voting at a meeting at which a quorum is present shall be the act of the Board of Directors except where otherwise provided by law or these Bylaws.

Section 13: Compensation. Board of Directors members shall not receive any salaries or other compensation for their CAAHEP services but may be reimbursed for authorized expenses connected with the business of the Board of Directors if approved through the budgetary process of CAAHEP.

Section 14: Officers. The members of the Board of Directors shall elect officers from among its members as follows: President; Vice President; Secretary and Treasurer.

Section 15: President. The President shall preside at all meetings of the Commission and the Board of Directors. The President or the Executive Director, within the policy guidelines established by the Commission, may sign with the Secretary, Treasurer, or any other proper individual duly authorized by the Commission, any deeds, mortgages, debts, contracts, or other instruments that the Commission has authorized to be executed and shall perform all duties incident to the office of President and such other duties as may be assigned from time to time by the Commission.

Section 16: Vice President. In the absence or inability of the President to serve, the Vice President shall exercise all the powers and discharge all the duties of the President and shall perform such other duties and have such other powers as may from time to time be assigned by the Commission.

Section 17: Secretary. The Secretary shall record and maintain written minutes of all Board of Directors and Commission meetings. The Secretary shall perform all duties incident to the office of Secretary.

Section 18: Treasurer. The Treasurer shall be responsible for preparing and distributing to the Commission at the annual meeting an annual budget for the upcoming year and a report on the status of CAAHEP's funds. Reports on the finances of CAAHEP are to be made at each meeting of the Board of Directors.

ARTICLE VIII - COMMITTEES

Section 1: Committees of the Board. The Board of Directors shall have three standing committees: the Governance Committee, the Performance Oversight Committee and the Planning and Development Committee.

- A. Governance Committee, chaired by the President and consisting of the Board officers, the chairs of the other two Board Standing Committees, and the Executive Director, is responsible for the effective functioning of the CAAHEP Board and for the maintenance and development of the Board-Executive Director working relationship.
- B. Performance Oversight Committee oversees CAAHEP's operational and financial performance, its image building, and stakeholder relations efforts. The President shall appoint Board members to serve on this Committee.
- C. Planning and Development Committee develops and leads the Board in all CAAHEP planning, including annual budget preparation, and guides financial resource development. The President shall appoint Board members to serve on this Committee.

Section 2: Nominating and Elections Committee. The Nominating and Elections Committee shall be comprised as follows and has responsibilities as follows:

- A. The Nominating and Elections Committee is comprised of four members elected by the Commission at the annual meeting to serve a term of two years. The Commission shall elect one member representing the Educational Institution Members, one member representing the Committees on Accreditation and one member representing the Sponsoring Organizations. The Commission shall elect a fourth Committee member who may be a representative from any of the foregoing categories of membership. All candidates for the Nominating and Elections Committee must be current Commissioners or Commissioners-Designate at the time of their nomination and, if elected, must remain Commissioners for the duration of their term on the Committee. Each member may be re-elected to serve a maximum of

two consecutive terms. The Nominating and Elections Committee members' terms begin on July 1 following the annual meeting at which they are elected. Vacancies occurring between annual meetings shall be filled for the unexpired term by the Board of Directors and in accordance with the composition of the committee as described above. The Nominating and Elections Committee shall select its own chairperson.

- B. The Nominating and Elections Committee shall actively solicit proposed candidates from the CAAHEP membership and, using criteria established by CAAHEP policy and procedure, consider the qualifications of those proposed.
- C. Names of any of the proposed candidates and a statement of the qualifications shall be received by the Nominating and Elections Committee six weeks prior to the annual meeting.
- D. The Nominating and Elections Committee shall, to the extent possible, submit two or preferably more names as needed to complete the ballot from the following three constituencies: Sponsors of Educational Programs, Committees on Accreditation, and Sponsoring Organizations. The Commissioners shall be notified of the report of the Nominating and Elections Committee no later than the start of the Commission's annual business meeting of the Commission. Additional candidates may declare their candidacy by means prescribed in CAAHEP policy and procedure.
- E. The Nominating and Elections Committee shall distribute a ballot to all eligible to vote and present at the annual meeting.
- F. The Nominating and Elections Committee shall collect and tabulate ballots. Election results shall be announced during the annual meeting by the Chairperson of the Nominating and Elections Committee.

Section 3: Audit Committee. Membership on the Audit Committee is by annual appointment by the Board of Directors. The Audit Committee shall be responsible for the oversight of the Commission's financial reporting process on behalf of the Board of Directors. The Committee shall approve the selection of the independent auditors; review the audited financial statements and the management letter from the independent auditors and meet with the auditors without staff present so that any issues and/or concerns can be discussed openly with someone other than management.

Section 4: Bylaws Committee. Membership on the Bylaws Committee is by annual appointment by the Board of Directors. Duties are in accordance with CAAHEP policy and procedures.

Section 5: Accreditation Policy Committee. Membership on the Accreditation Policy Committee is by annual appointment by the Board of Directors. The Policy Committee shall be responsible for the development of accreditation policies, subject to Board of Directors approval, and other duties in accordance with CAAHEP policy and procedures.

Section 6: Standards Committee. Membership on the Standards Committee is by annual appointment by the Board of Directors. The Standards Committee is responsible for working with the Committees on Accreditation as they review and propose revisions to Standards. Pursuant to CAAHEP policies the Standards Committee conducts open hearings on proposed revisions to Standards and makes final recommendations for approval to the Board of Directors.

Section 7: Special Committees. In addition to special committees which may be appointed by the Board (pursuant to Article VII, Section 3.1) the Commission may from time to time identify issues and may appoint special committees as deemed advisable, and in accordance with CAAHEP policy and procedures, to study these issues and report recommendations to the Commission.

ARTICLE IX - FINANCES

Section 1: Fiscal Year. CAAHEP's fiscal year shall be July 1 through June 30.

Section 2: Dues. The annual dues and any assessments and initiation fees of members shall be determined from time to time by the Commission and paid in accordance with the procedures established by the Board of Directors and deposited in the treasury.

Section 3: Budget. An annual operating budget covering all activities of CAAHEP shall be prepared by the Planning and Development Committee, approved by the Board of Directors, and forwarded to the Commission for its review.

Section 4: Financial Statements. A report on CAAHEP's finances shall be prepared and submitted by the Treasurer to the Commission at the annual meeting.

Section 5: Audit. A financial audit shall be performed by professional auditors annually, and a summary will be published and distributed annually to each Commissioner. A copy of the complete auditor's report will be available for review by any Commissioner upon request.

Section 6: Funding. The Board of Directors and committees of CAAHEP will be funded in accordance with policy, procedures, and within the guidelines established within the budget of the organization.

ARTICLE X - RESPONSIBILITIES OF ACTS, OMISSIONS, AND LIABILITIES

Section 1: Neither the member organizations nor any other societies or organizations that are qualified and authorized to name Commissioners shall be in any manner whatsoever responsible or liable for any act, omission, or liability of CAAHEP, its individual Commissioners, officers, committees, employees, or agents.

Section 2: CAAHEP shall indemnify and hold harmless all Board of Directors members, officers, agents, employees, or other persons acting on behalf of CAAHEP to the fullest extent permitted by the General Not-For-Profit Corporation Act of Illinois; and shall be entitled to purchase, if the Commission so authorizes, insurance on behalf of such persons and CAAHEP against any liability that arises from their actions in such capacities.

ARTICLE XI - RULES OF ORDER

In the absence of any provisions to the contrary in the Article of Incorporation and Bylaws, all meetings of CAAHEP, the Commission, and the Board of Directors shall be governed by the parliamentary rules and usages contained in the current edition of Robert's Rules of Order, Newly Revised (latest edition).

ARTICLE XII - DISSOLUTION

Section 1: CAAHEP may be dissolved by a two-thirds vote of the Commission. Such dissolution shall become effective only after notice of such action has been transmitted to the entire membership, and a majority do not object in writing within ninety calendar days following transmittal of the notice to dissolve.

Section 2: Upon dissolution of CAAHEP, the Board of Directors shall, after paying or making provision for the payment of all its liabilities, dispose of all its assets exclusively for the purposes of CAAHEP in such manner and to such organization or organizations organized and operated exclusively for charitable, educational, and/or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code as the Board of Directors shall determine. Any such assets not so disposed shall be dispersed by the court of general jurisdiction of the county in which CAAHEP's principal office is then located, exclusively for such purposes or to such organization or organizations, as the said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIII - AMENDMENTS TO BYLAWS

Section 1: Amendments to the Bylaws of CAAHEP shall be submitted in such a form as the Bylaws Committee may from time to time prescribe, and each amendment proposed by any party other than the Bylaws Committee itself shall be filed with the Bylaws Committee at least ninety days prior to the annual meeting. The Bylaws Committee shall present each proposed amendment to the Commission in substantially the form presented to the Bylaws Committee with such technical changes and amendments to the proposal as the Bylaws Committee deems necessary or desirable. The proposed amendment shall be printed and distributed to each Commissioner at least thirty days prior to the annual meeting.

Section 2: A two-thirds vote of all Commissioners present and voting at the annual meeting shall be required to adopt the proposed amendment and thereby change the Bylaws.

Section 3: By an 80-percent vote of all Commissioners present and voting at the annual meeting, a proposal to amend the Bylaws may be made and acted upon at the same meeting without prior notice. An 80-percent vote of the Commissioners present and voting shall likewise be required for adoption of such amendments.

ARTICLE XIV - COURT JURISDICTION

Any organization appointing members to CAAHEP, any member of CAAHEP, or any member of the Board of Directors that files a lawsuit in which CAAHEP is named as a defendant agrees and consents to the jurisdiction of the State of Illinois. Venue of any action brought hereunder shall be deemed to be in Cook County, Illinois.