

88th Annual Business Meeting Announcement

In accordance with Article VI, Section 5.1 of the DETC *Constitution and Bylaws*, notice is given to all DETC members that the Annual Business Meeting of the Distance Education and Training Council will be held at 8:00 AM on Monday, April 7, 2014 at the Hammock Beach Resort, Hammock Beach, Florida.

The Annual Business Meeting is open to all DETC Members. Each institution will have one vote at the meeting.

Changes to DETC Constitution and Bylaws Restated and Amended Articles of Incorporation

An important topic at the Annual Business Meeting will be a comprehensive revision to the DETC *Constitution and Bylaws* and *Restated and Amended Articles of Incorporation*. Certain changes and revisions are necessary to comply with requirements of the District of Columbia Nonprofit Corporation Act that became effective on July 2, 2011. The new Act effectively repeals previous statutes and states that “if the corporation desires to do business in the District, the corporation must file articles of incorporation with the Mayor and otherwise comply” to demonstrate that the corporation meets the new requirements.

On December 16, 2013, the DETC Executive Committee met and voted affirmatively to opt in to the new law. DETC then filed a Corporate Resolution signaling its intent to comply with the District of Columbia requirements for operating as a non-profit organization. The DETC has until September 1, 2014 to file the revised *Bylaws* and the *Restated and Amended Articles of Incorporation* in order to comply fully with the District of Columbia Nonprofit Corporation Act.

At the January 2014 meeting, the DETC Executive Committee undertook extensive revisions of the *Bylaws* to align them with the Nonprofit Corporation Act as well as restructure the governance of the DETC to fully function as an accrediting organization. Key changes are:

- Combining the Council and the Accrediting Commission functions into one entity – the Distance Education Accrediting Commission
- Implementing a Board of Directors to oversee all operations of the organization
- Establishing shared governance and authority for institution members and public members on the Executive Committee and Board of Directors
- Removing content that is better suited to a Board of Directors Governance Manual

The proposed changes are presented in a document that provides a cross-reference of the current DETC *Constitution and Bylaws* with proposed changes. This is not a “track-changes” version, but a document that explains where language is deleted, added or revised within the *Bylaws*. This document has been approved by the DETC Executive Committee for presentation at the Annual Business meeting. The DETC membership will vote on the changes to the DETC *Constitution and Bylaws* and the *Amended Articles of Incorporation* at the April 7, 2014 Annual Business Meeting.

The document is best viewed in color.

Please note the following:

- Text indicated in black font is current DETC *Constitution and Bylaws* language
- Text indicated in ~~black strikethrough~~ indicates deletions from the current DETC *Constitution and Bylaws*
- Text indicated in **red, bold underline** represents revised language proposed by the DETC Executive Committee
- The cross-reference to the current DETC *Constitution and Bylaws* is provided in the right margin of the document highlighted with green parentheses

The cross-referenced document is available on the DETC Website at www.detc.org in the Annual Business Meeting section. It is also attached to this announcement and can be reviewed by scrolling through the pages that follow below.

Nominees for Election to the Accrediting Commission

In accordance with the DETC *Constitution and Bylaws* Article 6, Section 6.3.b, Ms. Dawn Turco, Chair of the DETC Nominating Committee, has certified to the Secretary the following individuals stand for re-election as Institution Executive Members on the Accrediting Commission for the term of service 2015-2017:

Mr. Robert Mayes, Jr., President, Columbia Southern University

Mr. Robert Mayes is co-founder and president of Columbia Southern University (CSU). Mr. Mayes is a pioneer in online education with 15 years of experience in the distance learning industry. He has served as the President of CSU, one of the nation’s first online universities, since 2005. CSU was originally established in 1993 by his father, Dr. Robert Mayes. CSU encompasses students from all 50 U.S. states and around the world. Mr. Mayes holds an Associates of Applied Science from Faulkner State Junior College, a Bachelor of Science from Columbia Southern, and an MBA from Capella University. In addition to serving on the Accrediting Commission of the Distance Education and Training Council, other committee and board positions with DETC include Business Standards Evaluator, Business Standards Committee member, and Finance Committee member. He is also a board member of the Alabama Association of Private Colleges and Schools and the Chairman of the Board of South Baldwin Christian

Academy. He joined the Commission in 2008 to replace another Commissioner, and he was re-elected to his first full term in 2011. His current term expires in 2014.

Ms. Ann Rohr, President, Weston Distance Learning

Ann Rohr, a native of New York, has served as the President of Weston Distance Learning since 2003. She has 18 years of education experience, joining Weston in 1993. Weston consists of three postsecondary distance education schools—At-Home Professions, U.S. Career Institute and McKinley College. Both U.S. Career Institute and McKinley College were established during Ms. Rohr's tenure. Under her guidance, all three schools received DETC accreditation and maintain an A+ rating with the Better Business Bureau. Ms. Rohr served as the Conference Chair for the DETC's 84th Annual Conference in April 2010 and is a member of the DETC's Business Standards Committee. In addition, she served as an Education Evaluator on site visits for The Accrediting Council for Continuing Education & Training (ACCET) and The Distance Education and Training Council (DETC). Ms. Rohr completed her undergraduate studies in Public Relations at Rowan University. She is an active member of the American Health Information Management Association (AHIMA), the Direct Marketing Association (DMA) and the Colorado Association of Career Colleges and Schools (CACCS). She joined the Commission in 2011. Her current term will expire in 2014.

Please submit any questions or comments to Leah Matthews, DETC Executive Director via email at leah@detc.org or by phone at 202-234-5100 Ext 101.

Attachments:

1. Revised DETC *Constitution and Bylaws* with Cross-Reference
2. *Amended Articles of Incorporation*

Date Posted: March 6, 2014

**BYLAWS OF
DISTANCE EDUCATION and TRAINING COUNCIL
Adopted as of [Date of Adoption]**

The following *Bylaws* were adopted and approved by the Directors and Members of the Distance Education and Training Council (the “Corporation”) doing business as the Distance Education Accrediting Commission.

ARTICLE I MISSION

~~The mission of the Council is to promote, by means of standard-setting, evaluation, and consultation process~~ The purpose mission of the Corporation Council is to serve as a nationally-recognized educational accrediting commission responsible for promoting the development and maintenance of high educational and ethical standards by means of standard-setting, evaluation, and consultation processes in education and training programs delivered through distance learning. ~~The Council establishes and operates a nationally recognized institutional educational accrediting association, the DETC Accrediting Commission.~~

*Located in Article II of
the current Bylaws.*

ARTICLE II OFFICES

The Registered Office of the Corporation shall be in the District of Columbia. The Corporation may also have offices at such other places, both within and outside of the District of Columbia, as the Directors may from time to time determine or the business of the Corporation may require.

~~Article III – Administration of the Council~~

~~Responsibility for the governance of the Council shall be vested in the Executive Committee of the Accrediting Commission. The management of the Council’s affairs and related administrative duties shall be the responsibility of the Commission’s Executive Director.~~

ARTICLE III MEMBERS

Section 1. Classes of Members. The Corporation shall have Members collectively called the “Members.” A directory containing the names and addresses and other information of all Members shall be published annually or as determined by the Corporation ~~Accrediting Commission~~. Membership in the Corporation Council is limited to institutions accredited by the ~~DETC~~ Distance Education Accrediting Commission.

*This language is
located in Article IV,
Section 4.1
Qualifications and
Section 4.3 Directory*

Section 2. Members. Each Member shall, **for every action for which a vote is required or a matter is to be decided**, be entitled to one vote. Only a representative of an institution that is a Member may cast the vote for that Member. ~~Proxies shall not be permitted for any vote.~~

Located in Article IV,
Section 4.2 - Voting

Section 3. Annual Meeting. The ~~Council~~ Corporation shall meet annually to elect ~~Institution Commissioners~~ **Directors** from its membership, to receive annual committee reports, and to transact other business. The Secretary **of the Corporation** shall send notice of the time and place of such meeting to each Member not less than ~~thirty (30)~~ **ten (10) days nor more than sixty (60)** days prior to the meeting.

Located in Article V
Section 5.1 - Annual
Business Meeting

Section 4. Special Meetings. Special meetings of the ~~Council~~ **Membership** shall be held at the call of the Chair of the ~~Executive Committee~~ **Board of Directors** or by the Secretary upon the written request of 25 percent of the Members of the ~~Council~~ **Corporation**. The Secretary shall send notice of the time and place of such meeting to each Member of the Corporation not less than ~~fifteen (15) days~~ **ten (10) days nor more than sixty (60) days** prior thereto, unless such notice is waived by consent of the Members of the ~~Council~~ **Corporation** in assembly with a quorum present.

Located in Article V,
Section 5.2 – Special
Meetings

Section 5. Quorum. At least one-fourth of the Members qualified to vote shall constitute a quorum for the transaction of business at the annual or special meeting of the **Corporation** Council. ~~If there is fewer than this number, the presiding officer may adjourn the meeting from time to time until a quorum is present.~~ **The Presiding Officer present in person shall have power to adjourn the meeting from time to time without notice other than announcement at the meeting, until a quorum is present. If the adjournment is for more than thirty days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each Member of record at the meeting.**

Located in Article V,
Section 5.3 – Quorum.
New language added
per DC nonprofit law

Section 6. Dues and Assessments. Annual dues and fees rates shall be set by the ~~Commission~~ **Board of Directors** and shall be payable in advance. In the event that dues and fees are not paid by April 30th of each fiscal year or within thirty (30) days of billing, the Member will be classified as delinquent in its financial obligations to the ~~Council~~ **Corporation**. The ~~Commission~~ **Corporation** shall be empowered to ~~take adverse action against~~ **withdraw the accreditation of** any accredited ~~institution~~ **Member** whose dues are delinquent.

Located in Article XI,
Section 11.2 – Fiscal
Year and Payment of
Dues.

Section 7. **Arbitration and Choice of Forum and Law**. ~~Interpretation and Appeal~~. An accredited Member, **former Member or applicant for membership** challenging a final accreditation decision to withdraw **or deny** accreditation must submit to binding arbitration pursuant to the appropriate

Located in Article XII,
Section 12.2 –
Interpretation and
Appeal.

policy in the DETC *Accreditation Handbook*. An institution which seeks to overturn an adverse arbitration decision, or to file suit **against the Corporation** for any other reason, must bring the suit in the Federal District Court for the District of Columbia. The ~~institution~~ **Member, former Member, or applicant for membership** must escrow sufficient funds to guarantee that the ~~Commission~~ **Corporation** will recover its legal fees in defending the suit if the ~~institution~~ **Member** does not prevail. Should the ~~institution~~ **Member, former Member, or applicant for membership** prevail over the Corporation, the escrow will be returned. **The law of the District of Columbia shall govern the interpretation, validity, and performance of the terms of these Bylaws, as well as any dispute between the Corporation and a Member, former Member or applicant for membership regardless of the law that might otherwise be applied under any principles of conflicts of law**

Section 8. Membership Liability: No Member of the Corporation shall be liable for the debts of the ~~Council~~ **Corporation** in any amount in excess of the membership dues and fees required of such Member for the year in which the indebtedness is legally established together with such voluntary subscriptions as such Member may have made to the ~~Council~~ **Corporation**.

Located in Article IV
Section 4.4

ARTICLE IV DIRECTORS

Section 1. **Authority of Directors. The Board of Directors (“the Board”) is the policymaking body of the Corporation and may exercise all the powers and authority granted to the Corporation by law. The Board shall oversee the Corporation’s policies and procedures.**

Section 2. Number of Directors. The ~~Accrediting Commission~~ **Board of Directors** will consist of ten (10) Directors, five (5) Institutional Directors from the Members of the Corporation elected by the Members and five (5) Public Directors appointed by the Board of Directors to represent the public.

Upon majority resolution of the Board of Directors, the number of Directors may be increased to a maximum of thirteen (13) or decreased to no less than three (3) Directors. In no event shall a decrease in the number of Directors have the effect of shortening the term of an incumbent Director. There must be at least one public member on the Board at all times.

Located in Article VI,
Section 6.3.a.

Section 3. Qualifications of Directors: At least two (2) Directors must be “academics” defined by the Corporation as a person who works full time in an educational institution who, possibly in addition to other duties, actively teaches, delivers educational content to learners, or engages in educational research related to the institution’s mission. At least two (2) Directors must be “administrators” defined by the Corporation as a person currently or recently directly engaged in a significant manner in the administration of an institution. At least one (1) in seven (7) Directors must represent the public.

Located in Article VI,
Section 6.3.a

Section 4. Term of Office **Directors**. ~~Commissioners~~ **Directors** shall serve terms of three (3) years ~~or until their successors are elected~~. A **Director** may serve for two (2) consecutive three-year terms or a maximum of six (6) years. **After serving two (2) consecutive terms, a Director must vacate his or her position for at least one three-year term before seeking re-election to another term.**

Located in Article VI
Section 6.4.a and c.

Section 5. ~~Selection of Commissioners~~ **Election of Directors**. Elections for Directors from Member institutions filling expired terms shall be held at the Annual Business Meeting of the Corporation. Election of Directors representing the public shall be held at the first Directors' meeting of the fiscal year. Institutional Director positions to be filled by reason of an increase in the number of Directors shall be filled at the next regular meeting of the Members or at a special meeting called for that purpose. Public Director positions to be filled by reason of an increase in the number of Directors shall be filled at the next regular meeting of the Board of Directors or at a special meeting called for that purpose. Directors whose terms have expired may continue serving until they are either re-elected or until their successors are chosen.

Located in Article VI
Section 6.3.b and d.

Section 6. Staggered Terms. There shall be staggered terms of office for Directors so that one-third of the Director positions shall be up for election or appointment each year (or if the number does not evenly divide by thirds, the board shall be divided as close to thirds as possible).

Located in Article VI
Section 6.4.d.

Section 7. **Resignations and Removal: Resignations are effective upon receipt by the Secretary (or by the Chair or other officer if the Secretary is resigning) of written notification or a later date if provided in the written notification. One or more Directors may be removed, with or without cause, by such vote as would suffice for the Director's election.**

Section 8. Vacancies. Vacancies existing by reason of resignation, death, incapacity, or removal before the expiration of a term **may be filled by the Board** ~~the Chair of the Commission will declare the position vacant and appoint a qualified individual to fill the position thereby starting his/her own first term upon taking his/her seat on the Commission.~~ **If Directors remaining in office constitute fewer than a quorum of the Board, they may fill the vacancy by the affirmative vote of the majority of the Directors remaining in office. A Director elected to fill a vacancy shall be elected for the remainder of the unexpired term of his or her predecessor and shall hold office until his or her successor is elected and qualified. A vacancy that will occur at a specific later date, by reason of resignation effective at a later date or otherwise, may be filled before the vacancy occurs but the new Director shall not take office until the vacancy occurs.**

Located in Article VII
Section 7.3 Vacancies

Section 9. Compensation of Directors. Institutional Directors shall receive no compensation for their service. Public Directors may receive honoraria and Directors, may be allowed reimbursement for their expenses actually and reasonably incurred on behalf of the Corporation by resolution of the Board. ~~Any member of the Council, including members of the Commission, with the approval of the Accrediting Commission, may be reimbursed for any reasonable expenses incurred in connection with the performance of delegated duties.~~

Located in Article X -
Compensation

This section under Article V added to comply with DC nonprofit law. It addresses the meetings that primarily deal with accreditation decisions, i.e., the January and June Accrediting Commission meetings that are not open to the entire Corporation.

ARTICLE V MEETINGS OF THE DIRECTORS

Section 1. Meetings of Directors. Directors of the Corporation may hold meetings, both regular and special, either inside or outside the District of Columbia. Regular meetings of the Directors may be held at such time and place as shall be determined by the Directors. Notice of regular meetings shall be provided at least five (5) days in advance, except that the Board may set a schedule for meetings at the beginning of each one-year (or shorter) period, and notice of that schedule shall be sufficient notice of all regularly scheduled meetings.

Section 2. Regular Meeting. A regular meeting of Directors shall be held at such date and time as shall be designated from time to time by the Directors and stated in the notice of the meeting, and transact such other business as may properly be brought before them at the meeting.

Section 3. Special Meetings. Special meetings of the Directors may be called by the Chair, Vice-Chair or any two voting Directors. Notice of such meetings shall state the business to be conducted at such meeting and shall precede the meeting by at least two (2) days. Notice of any board meeting shall be communicated in person or by delivery. Notice shall be effective at the earliest of (1) when received; (2) when left at the recipient's residence or usual place of business; (3) five days after deposit in the US mail or with a commercial delivery service; (4) on the date shown on a return receipt; or (5) if sent electronically to an address provided by the Director for the purpose, when it enters the information processing system designated for receipt of electronic communications.

Section 4. Waivers of Notice. Whenever notice is required to be given to any Director under any provision of law, the Articles of Incorporation, or these Bylaws, a waiver in writing signed by the Director entitled to such notice, whether before or after the time stated therein,

shall be the equivalent to the giving of such notice. The waiver must specify the meeting for which notice is waived and must be filed with the minutes or the corporate records. A Director's presence at a meeting, in person or by teleconference, waives any required notice to the Director of the meeting, unless the Director, at the beginning of the meeting, or promptly upon the Director's arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting.

Section 5. Vote Required. When a quorum is present at any meeting, the majority vote of the votes of the Directors present shall decide any question brought before such meeting, unless the question is one upon which, by express provision of the statutes or of the Articles of Incorporation or by these *Bylaws*, a different vote is required, in which case such express provision shall govern and control.

Section 6. Quorum. Unless a greater proportion is required by law, a quorum shall consist of a majority of the total number of Board Members in office. Unless otherwise stated in these *Bylaws* or required by law, all actions shall be by majority vote of those present at a meeting at which a quorum is present.

Section 7. Action without Meeting. Unless otherwise restricted by the Articles of Incorporation or these *Bylaws*, any action required or permitted to be taken at any meeting of the Directors or of any Committee thereof may be taken without a meeting, if all voting Directors consent thereto in writing, and such writing or writings are filed with the minutes of proceedings of the meeting of the Directors or of any Committee thereof. Action taken under this section is effective when the last Director signs (including by electronic means) the consent, unless the consent specifies an earlier or later effective date. A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

Section 8. Participation in Meeting by Teleconference. Directors may participate in a meeting by means of conference telephone or similar communications equipment in which all persons participating in the meeting can hear one another, and such participation in a meeting shall constitute presence in person at the meeting.

Section 9. Inspection: Every Director shall have the right at any reasonable time to inspect and copy all books, records, and documents of the corporation to the extent reasonably related to the performance of the Directors' duties as a Director.

Section 10. Emergency Powers. In the event of an emergency, the Board of Directors may (a) modify lines of succession to accommodate the

incapacity of any Director, officer, employee or agent; and (b) relocate the principal office, designate alternative principal offices or regional offices, or authorize the officers to do so. An emergency exists for purposes of this section if a quorum of the directors cannot readily be assembled because of some catastrophic event.

This section below replaces the language of all sections within Article VII of the current bylaws to comply with DC non-profit law

ARTICLE VI OFFICERS OF THE CORPORATION

Section 1. Officers. The Officers of the Corporation shall be the Chair, Vice Chair, Treasurer, Secretary, and Chief Executive Officer. The Chief Executive Officer may serve as Secretary. No officer need be a resident of the District of Columbia.

Section 2. Election of Officers; Terms of Office. The Chair, Vice Chair, the Secretary, the Treasurer, and other officers, if any are designated, shall serve terms of one (1) year and shall be elected by the Board of Directors at the first regular meeting of the fiscal year. The terms of office shall expire at the next succeeding first meeting of the fiscal year or until an officer's successor has been elected and qualified. The appointment of an officer does not itself create any contract right. Officers shall be eligible for re-election.

Section 3. Authority. The officers and agents shall have such authority and perform such duties in the management of the Corporation as are provided in these *Bylaws* or as may be determined by resolution of the Board of Directors, not inconsistent with these *Bylaws*.

Section 4. Chair. The Chair shall preside at all meetings of the Board of Directors and shall be Chair of the Executive Committee and an ex officio member of all other standing committees. With the advice and consent of the Board, the Chair shall have the authority to appoint a Director to preside over the Board's accreditation deliberations and decisions. He or she shall additionally perform such other duties and have such other authority, and such other powers as the Board of Directors may from time to time prescribe.

Section 5. Vice-Chair. In the absence of the Chair or in the event of the Chair's inability or refusal to act, the Vice Chair shall perform the duties of the Chair and shall have all of the powers of and be subject to all restrictions upon the Chair. The Vice Chair shall perform such other duties and have such other powers as the Board of Directors

may from time to time prescribe by resolution or as the Chair may from time to time provide, subject to the powers and supervision of the Board of Directors.

Section 6. Secretary. The Secretary shall record all the proceedings of the meetings of the Board of Directors in a book to be kept for that purpose. The Secretary shall have custody of the corporate seal of the Corporation and the Secretary shall have authority to affix the same to any instrument requiring it and when so affixed, it may be attested by the Secretary's signature. The Board of Directors may give general authority to any other officer to affix the seal of the Corporation and to attest the affixing by such persons' signature. If no Secretary is appointed by the Board of Directors, the Chair can act as the Secretary for all purposes.

Section 7. Treasurer. The Treasurer shall be responsible for all funds and securities of the Corporation. He or she shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Corporation and shall deposit or cause to be deposited all monies and other valuable property of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board of Directors may designate. Whenever required by the Board of Directors, the Treasurer shall render a statement of accounts. He or she shall, at all reasonable times exhibit the books and accounts to any officer or Director of the corporation, and shall perform or delegate and supervise the performance of all other duties incident to the office of Treasurer, subject to the supervision of the Board. The Treasurer shall, if required by the Board of Directors, to give such bond or security for the faithful performance of his or her duties as the Board may require for which the Treasurer shall be reimbursed.

Section 8. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interest of the Corporation will be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 9. Vacancies. Any vacancy occurring in any office of the Corporation (by death, resignation, removal, or otherwise) may be filled by the Board of Directors.

Section 10. Chief Executive Officer. The Chief Executive Officer of the Corporation, shall have general and active management of the business of the Corporation and shall see that all orders and resolutions of the Directors are carried into effect. The Chief Executive Officer shall be authorized to sign and execute, in the name of the Corporation, all other deeds, mortgages, contracts, bonds, and other instruments to be executed on the Corporation's behalf with consent or resolution of the Directors

subject to the provisions of Article VI of these Bylaws. The Board of Directors may remove such Chief Executive Officer at any time with or without cause at a meeting called for that purpose.

The section below is new language for the committee structure of the Board of Directors – it replaces Article VIII and Article IX in the current Bylaws.

ARTICLE VII COMMITTEES

Section 1. Committees of the Directors. The Board of Directors may designate committees and appoint committee members. Those committees which exercise the authority of the Board (“Board Committees”) shall consist only of Directors and include at least two (2) individuals. The creation and appointment of Directors to Board committees shall be approved by the affirmative vote of a majority of all Directors in office when the action is taken.

Section 2. Executive Committee. The Officers of the Corporation shall serve as the Executive Committee of the Board of Directors. The Board may appoint additional members to the Executive Committee as the Board may deem necessary or appropriate from time to time as long as there are at least two (2) public members and two (2) institution members on the Executive Committee. The Executive Committee shall be a Board Committee and shall possess and exercise the powers and responsibilities of the Board of Directors in the intervals between regularly scheduled meetings of the Board and promptly report its activities to the Board of Directors no later than its next regular meeting.

The Executive Committee shall have the authority to fix the compensation of the Chief Executive Officer. The Executive Committee shall not have authority to elect and remove board members; to approve the budget; to hire or fire the Chief Executive Officer; to amend the Articles of Incorporation and bylaws of the Corporation; to elect or remove officers; to appoint or remove members of committees; to approve major corporate changes such as dissolution or merger; nor to approve or amend the mission statement.

Section 3. Additional Committees. The Board of Directors may from time to time designate additional committees of the Directors, each committee to consist of two (2) or more of the Directors, to serve at the pleasure of the Board of Directors. Any committee so designated may exercise such power and authority of the Directors as the resolution so designating the committee shall provide. Such committee or committees shall have the name or names as may be determined from time to time by resolution adopted by the Board of Directors.

Section 4. Advisory Committees. The Board of Directors may appoint Advisory Committees that do not have or exercise the authority of the Board and shall consist of at least two (2) individuals who need not all be Directors.

Section 5. Conduct of Business. The Board may make provisions for appointment of the committee chair, establish procedures to govern committee activities, and delegate authority as may be necessary or desirable for the efficient management of the property, affairs, and/or activities of the Corporation. Notwithstanding the foregoing, the sections in Article III of these Bylaws governing meetings, action without meetings, notice, and waiver of notice and quorum, and voting requirements of the Board apply to committees and their Members as well.

ARTICLE VIII GENERAL PROVISIONS

Section 1. Annual Statement. The Directors shall present at each annual meeting a full and clear statement of the business and condition of the Corporation. ~~At each Annual Business Meeting the Finance, Budget, and Audit Committee shall present to the council its approved budget of necessary expenditures.~~

Located in Article XI,
Section 11.1

Section 2. Contracts. The Directors may authorize any officer of the Corporation, in addition to the officer(s) so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

Section 3. Checks or Demands for Money. All checks or demands for money and notes of the Corporation shall be signed by such officer or officers, or such other person or persons as the Directors may from time to time designate. The Chief Executive Officer, and such other officers and agents as the Board of Directors deems necessary, are authorized to sign checks and demands for money of the Corporation of One Hundred Thousand and 00/100 Dollars (\$100,000.00) or less without authorization or resolution of the Directors. All checks, demands for money or payments of the Corporation for more than One Hundred Thousand Dollars (\$100,000.00) or more require the signature or approval of two (2) officers unless the underlying transaction is otherwise authorized or resolved by the Directors.

Located in Article XI,
Section 11.2

Section 4. Fiscal Year. The fiscal year of the Corporation shall be April 1 – March 30.-

Section 5. Seal. The corporate seal shall have inscribed thereon the name of the Corporation and may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

Section 6. Books of Account. The Corporation's records shall be kept as required by law at its principal place of business.

Section 7. Annual Financial Statements. Complete financial statements shall be presented to and reviewed by the Board of Directors after the close of each fiscal year.

ARTICLE IX RECORDS

Section 1. Recordkeeping. The Secretary or his or her designee shall keep or cause to be kept adequate minutes of all Board meetings and all meetings of committees with Board-delegated powers that shall, at a minimum, contain (i) in general, the names of those in attendance, any resolutions passed, and the outcomes of any votes taken; (ii) with regard to potential conflicts of interest, the names of the persons who disclosed or otherwise were found to have an interest in connection with an actual or possible conflict of interest, the nature of the interest, any action taken to determine whether a conflict of interest was present, and the Board's or committee's decision as to whether a conflict of interest in fact existed; the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings. The Corporation shall maintain and keep as permanent records the following documents: minutes of all meetings of the Board; a record of all actions taken by the Directors without a meeting; and a record of all actions taken by committees of the board on behalf of the Corporation; appropriate accounting records.

Section 2. Public Disclosure. The Corporation shall keep available for public inspection any form 990 filed within the past three years. In addition, the Corporation shall provide copies of the materials to any member of the public making a request in person during normal business hours or in writing. This public disclosure obligation shall be no broader than required by law.

ARTICLE X
CONFLICT OF INTEREST POLICY

Section 1. The Corporation shall adopt and distribute annually a Conflict of Interest Policy to all Directors, officers, Members of the Board, committees, and staff. All covered individuals shall sign an annual acknowledgment that they have received a copy of this policy, understand it, and agree to abide by its terms.

*Article XI replaces the current
indemnification language under Article
IV, Section IV.5 of the current bylaws*

ARTICLE XI
INDEMNIFICATION OF OFFICERS,
DIRECTORS, EMPLOYEES, AND AGENTS

Section 1. Indemnification:Actions other than by the Corporation. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to a threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the Corporation, by reason of the fact that he, she or it is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him, her or it in connection with such action, suit or proceeding if the person or acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the person's conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 2. Expenses and Attorneys' Fees. A Director, officer, employee or agent of the Corporation shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by him or her in defense of any action, suit or proceeding referred to in Section 1 of this Article, or in defense of any claim, issue or matter therein.”

Section 3. Authorization of Indemnification. Any indemnification under the provisions of Section 1 of this Article, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director, officer, employee or agent is proper in the circumstances because the person has met the applicable standard of conduct set forth in Section 1 of this Article. Such determination shall be made:

(1) by the Directors by a majority vote of a quorum consisting of voting Directors who were not parties to such action, suit, or proceeding; or

(2) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested Directors so direct, by independent legal counsel in a written opinion.

Section 4. Advance Indemnification. Expenses incurred by a Director or officer in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such Director or officer to repay such amount if it shall ultimately be determined that the person is not entitled to be indemnified by the Corporation as authorized by the provisions of this Article. Such expenses incurred by other employees and agents may be so paid upon such terms and conditions, if any, as the Directors deem appropriate.

Section 5. Non-Exclusive Indemnification. The indemnification provided by or granted pursuant to the other provisions in this Article shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be otherwise entitled.

Section 6. Insurance. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against the person and incurred in any such capacity, or arising out of the person's status as such, whether or not the Corporation would have the power to indemnify against such liability under the provisions of this Article.

Section 7. Continuation. The indemnification and advancement of expenses provided by, or granted pursuant to this Article shall, unless otherwise provided when authorized or ratified, continue as to a person that has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a

person.

ARTICLE XII AMENDMENT

These *Bylaws* may be altered, amended or repealed, or new *Bylaws* may be adopted by the Directors by a two-thirds vote of Members present, and voting at any duly organized meeting of the Corporation, regular or special, provided ~~the proposed change will have been filed with the Secretary at least forty five (45) days in advance of the meeting date, and~~ a notice of such proposed amendment, with a copy thereof, shall have been mailed to the entire membership of the Corporation not less than thirty days (30) in advance of such meeting which is to consider the change.

Located in Article XIII
Section 13.1
Amendments

ARTICLE XIII DISSOLUTION

Upon dissolution of the Corporation, any sums remaining in the Treasury, after satisfaction of all debts and claims against the Corporation, shall be given to a nonprofit charitable organization selected by the Board of Directors.

Located in Article XII
Section 12.1 Dissolution

ARTICLE XIV LIMITATION OF LIABILITY

In any claim, cause, proceeding, arbitration, or action of any kind by any applicant for membership, Member, or former Member against the Corporation, the Corporation's liability for damages shall be limited solely to reimbursement of any application or membership fees paid by said applicant for membership, Member, or former Member during the calendar year in which any such claim, cause, proceeding, arbitration, or action is initiated. The Corporation shall not be liable to any applicant for membership, Member, or former Member for any direct, indirect, incidental, special, consequential, or any other type of damages, including but not limited to lost profits, nor shall the Corporation be liable for any other person's, entity's or party's attorneys' fees or costs associated with any claim, cause, proceeding, arbitration or action against the Corporation. This limitation of liability applies to any and all liability or causes of action however alleged or arising to the fullest extent permissible by law.

APPROVED and RATIFIED this _____ day of _____, 2014.

_____, Chair

_____, Vice Chair

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Notes:

1. The following articles and sections of the current DETC *Bylaws* will be incorporated into a Board of Directors Manual:

Article IV – The Accrediting Commission

- Section 6.2 – Powers and Responsibilities of the Commission
- Section 6.6 – Subcommittees

Article IX – Committees

2. Article III – Administration of the Council and Article VIII – Executive Committee are removed from the revised *Bylaws*. Article VII in the revised *Bylaws* describes the composition and responsibilities of the Executive Committee of the Corporation.

**RESTATED AND AMENDED ARTICLES OF INCORPORATION
OF
DISTANCE EDUCATION AND TRAINING COUNCIL**

Under the provisions of Title 29 of the District of Columbia Nonprofit Corporation Act, as the same may be amended or supplemented, the domestic filing entity listed herein hereby applies for a Certificate of Restated and Amended Articles of Incorporation and for that purpose submits the statements below.

FIRST: The name of the Corporation is Distance Education and Training Council (“DETC”).

SECOND: DETC is incorporated as a nonprofit corporation under the District of Columbia Code Title 29, Chapter 4.

THIRD: The period of duration of DETC is perpetual.

FOURTH: The purpose of DETC is to serve as a nationally-recognized educational accrediting commission responsible for promoting the development and maintenance of high educational and ethical standards by means of standard-setting, evaluation, and consultation process in education and training programs delivered through distance learning.

FIFTH: DETC shall have voting members, the rights and privileges of which shall be as provided in the Bylaws of DETC.

SIXTH: The Board of Directors shall be vested with the management and control of DETC. The manner in which the Directors shall be elected or appointed, and their term of office, shall be as provided in the Bylaws of DETC.

SEVENTH: The address, including street and number, of the Corporation’s registered office is 1025 Connecticut Avenue, N.W., Suite 400, Washington, D.C. 20036, and the name of its registered agent at such address is ResAgent, Inc..

EIGHTH: Provisions for the regulation of the internal affairs of the Corporation shall be provided in the Bylaws.

NINTH: These Restated and Amended Articles of Incorporation are an amendment to the Articles of Incorporation signed and acknowledged on the 29th day of October, 1926, and the Articles of Amendment signed and acknowledged on the 25th day of March 1994.

TENTH: These Restated and Amended Articles of Incorporation were approved by a majority of the Board of Directors on the ____ day of _____, 2014 and approved by the affirmative vote of at least two-thirds of the Members present and entitled to vote at a meeting held on the ____ day of April, 2014.

IN TESTIMONY WHEREOF, DETC has caused these Restated and Amended Articles of Incorporation to be signed by a duly authorized officer and its corporate seal, duly attested to by its Secretary, this __ date of _____, 2014.

**DISTANCE EDUCATION AND
TRAINING COUNCIL**

Attest:

Secretary

By: _____
Chair, Board of Directors