

BYLAWS of the DISTANCE EDUCATION and TRAINING COUNCIL

BYLAWS

DISTANCE EDUCATION AND TRAINING COUNCIL (DETC)

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 purpose of the Corporation 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.

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 **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. Membership in the Corporation is limited to institutions accredited by the Distance Education Accrediting Commission.

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.

Section 3. Annual Meeting. The Corporation shall meet annually to elect 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 ten (10) days nor more than sixty (60) days prior to the meeting.

BYLAWS of the DISTANCE EDUCATION and TRAINING COUNCIL

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

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. 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 (30) 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.

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

Section 7. Arbitration and Choice of Forum and Law. By applying for accreditation with the Distance Education Accrediting Commission, the member agrees to exhaust all appeal opportunities and to submit fully and faithfully to final, binding arbitration proceedings before filing any suit, claim or proceeding relating to membership, accreditation or accredited status, whether a claim for damages or injunctive or declaratory relief, brought by a member, former member, or applicant for accreditation, against the Corporation or the Commission, or a Commissioner, member of an Appeals Panel, member of a visiting team, or other agent or employee of the Corporation or the Commission because he or she acted on behalf of the Corporation or Commission. An institution which seeks to file suit against the Corporation for any reason, must bring the suit in the Federal District Court for the District of Columbia. The Member, former Member, or applicant for membership must escrow sufficient funds to guarantee that the Corporation will recover its legal fees in defending the suit if the Member does not prevail. Should the 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 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 Corporation.

BYLAWS of the DISTANCE EDUCATION and TRAINING COUNCIL

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 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.

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.

Section 4. Term of Office of Directors. Directors shall serve terms of three (3) years. 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.

Section 5. Election of Directors. Elections of 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.

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).

BYLAWS of the DISTANCE EDUCATION and TRAINING COUNCIL

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. If Directors remaining in office constitute fewer than a quorum of the Board, the vacancy may be filled 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.

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.

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 U.S. 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.

BYLAWS of the DISTANCE EDUCATION and TRAINING COUNCIL

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.

BYLAWS of the DISTANCE EDUCATION and TRAINING COUNCIL

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 person's 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

BYLAWS of the DISTANCE EDUCATION and TRAINING COUNCIL

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.

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.

BYLAWS of the DISTANCE EDUCATION and TRAINING COUNCIL

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.

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

BYLAWS of the DISTANCE EDUCATION and TRAINING COUNCIL

signature or approval of two (2) officers unless the underlying transaction is otherwise authorized or resolved by the Directors.

Section 4. Fiscal Year. The fiscal year of the Corporation shall be April 1 – March 31.

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; and (iii) 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

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.

BYLAWS of the DISTANCE EDUCATION and TRAINING COUNCIL

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 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 or her 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 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 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.

BYLAWS of the DISTANCE EDUCATION and TRAINING COUNCIL

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 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.

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.

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,

BYLAWS of the DISTANCE EDUCATION and TRAINING COUNCIL

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 7 day of April, 2014.

Mary A. Adams

Chair

Leah Matthews

Secretary

LIST OF AMENDMENTS TO THE BYLAWS

The DETC *Bylaws* were duly adopted by vote of the members of the Council on May 11, 1960 and amended on the following dates:

| | |
|----------------|---------------|
| May 3, 1962 | April 7, 2014 |
| April 26, 1965 | April 8, 2019 |
| April 29, 1968 | |
| April 25, 1972 | |
| March 18, 1975 | |
| April 26, 1977 | |
| March 6, 1978 | |
| March 12, 1984 | |
| April 15, 1985 | |
| April 19, 1989 | |
| April 10, 1991 | |
| April 6, 1992 | |
| March 14, 1994 | |
| April 10, 2000 | |
| April 15, 2002 | |
| April 19, 2004 | |
| April 6, 2009 | |
| March 18, 2011 | |
| April 16, 2012 | |
| April 16, 2013 | |